Exhibit 1

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION.,

Plaintiff,

vs.

ANTHONY J. THOMPSON, JR., JAY FUNG, and ERIC VAN NGUYEN,

Defendants,

and

JOHN BABIKIAN and KENDALL THOMPSON,

Relief Defendants,

NEW YORK COUNTY DISTRICT ATTORNEY,

Intervenor.

Case No.: 16-cv-9126 (KBF)

DECLARATION OF BRENT BAKER IN SUPPORT OF DEFENDANT ANTHONY J. THOMPSON, JR.'S MOTION TO DISMISS THE COMPLAINT

I, BRENT BAKER, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I submit this declaration in support of the motion of Anthony J. Thompson to dismiss the complaint in this action. I was the counsel of record for Mr. Thompson in *SEC v. Recycle Tech, Inc, et al.*, S.D. Fla. No. 12-cv-21656-JAL (the "Florida Action"). I also represented Mr. Thompson in relation to the New York SEC investigation and engaged in the settlement negotiations with the SEC in New York on behalf of Mr. Thompson. I am familiar with the proceedings in those matters and submit this Declaration based on personal knowledge.

2. Attached hereto as Exhibit 1 is a true and correct copy of relevant excerpts of the Transcript of the September 16, 2013 deposition of Leslie Marlow in the Florida Action.

3. Attached hereto as Exhibit 2 is a true and correct copy of a newsletter from ExplicitPicks.com to Fellow Investors.

4. Attached hereto as Exhibit 3 is a true and correct copy of an email from Mr. Thompson to Hank Gracin and Leslie Marlow, dated February 21, 2010.

5. Attached hereto as Exhibit 4 is a true and correct copy of an email from Mr. Thompson to Brent Baker, Leslie Marlow, and Eric Van Nguyen, dated March 25, 2010.

6. Attached hereto as Exhibit 5 is a true and correct copy of an email string between Mr. Thompson and Elliot Taylor, the topmost of which is dated May 3, 2010.

7. Attached hereto as Exhibit 6 is a true and correct copy of relevant excerpts of the transcript of the February 10th, 2013 deposition of Anthony J. Thompson in the Florida Action.

8. Attached hereto as Exhibit 7 is a true and correct copy of Plaintiff's Second Set of Interrogatories to Defendant Anthony Thompson in the Florida Action.

9. Attached hereto as Exhibit 8 is a true and correct copy of Plaintiff's Second Set of Interrogatories to Defendant OTC Solutions LLC in the Florida Action.

10. Attached hereto as Exhibit 9 is a true and correct copy of Plaintiff's Second Request for Production of Documents to Defendant Anthony Thompson in the Florida Action.

11. Attached hereto as Exhibit 10 is a true and correct copy of Plaintiff's Second Request for Production of Documents to Defendant OTC Solutions LLC in the Florida Action.

12. Attached hereto as Exhibit 11 is a true and correct copy of excerpts of the transcript of the October 15, 2013 deposition of Anthony Thompson in the Florida Action.

13. Attached hereto as Exhibit 12 is a true and correct copy of a letter from myself and James D. Sallah to Peter Pizzani, senior counsel at the SEC, dated September 24, 2013, regarding Subpoenas.

14. Attached hereto as Exhibit 13 is a true and correct copy of a letter from myself to Peter Pizzani, senior counsel at the SEC, dated November 5, 2013, regarding the Florida Action.

15. Attached hereto as Exhibit 14 is a true and correct copy of excerpts of the transcript of the October 31, 2013 Discovery Hearing before Hon. John J. O'Sullivan in the Florida Action.

16. Attached hereto as Exhibit 15 is a true and correct copy of the Order on Informal Discovery Conference, filed October 31, 2013 in the Florida Action, docket number 133.

17. Attached hereto as Exhibit 16 is a true and correct copy of Defendant OTC Solutions, LLC's Answers to Plaintiff's Second Set of Interrogatories in the Florida Action.

18. Attached hereto as Exhibit 17 is a true and correct copy of Defendant Anthony Thompson's Answers to Plaintiff's Second Set of Interrogatories in the Florida Action.

19. Attached hereto as Exhibit 18 is a true and correct copy of Defendant OTC Solutions, LLC's Responses to Plaintiff's Second Request for Production of Documents in the Florida Action.

20. Attached hereto as Exhibit 19 is a true and correct copy of Defendant Anthony Thompson's Responses to Plaintiff's Second Request for Production of Documents in the Florida Action.

21. As of December 2013, based on discussions with my client, I undertook to settle both the Florida Action and the New York investigation. Mr. Thompson was adamant, and I agreed, that it made no sense to settle one of the actions without resolving the other virtually

identical matter, and so I sought to reach agreements with both offices during that December and January timeframe. I was able to reach agreements as to both matters and, as of on or about January 13, 2014, Mr. Thompson executed settlement documents in the Florida Action and caused the escrow of funds for the New York action. Attached hereto as Exhibit 20 is a true and correct copy of the trust agreement, signed by Anthony Thompson on January 14, 2014.

22. Attached hereto as Exhibit 21 is a true and correct copy of the Consent of Defendant Anthony Thompson to Final Judgment of Permanent Injunction and Other Relief, dated January 13, 2014, in the Florida Action.

23. Attached hereto as Exhibit 22 is a true and correct copy of the Consent of Defendant OTC Solutions LLC to Final Judgment of Permanent Injunction and Other Relief, dated January 13, 2014, in the Florida Action.

24. Attached hereto as Exhibit 23 is a true and correct copy of the Final Judgment of Permanent Injunction and Other Relief as to Defendant Anthony Thompson, filed February 14, 2014 in the Florida Action, docket number 171.

25. Attached hereto as Exhibit 24 is a true and correct copy of the Final Judgment of Permanent Injunction and Other Relief as to Defendant OTC Solutions LLC, filed February 14, 2014 in the Florida Action, docket number 168.

26. The memorializing of the agreement with the New York SEC attorneys continued after January and included a phone call with Mr. Pizzani, Mr. Osnato and Thomas Smith (Assistant Regional Director in the New York Office) on March 28, 2014. During that conversation, Mr. Osnato suggested that the parties enter into a separate agreement to confirm that the settlement included all companies and conduct under investigation, rather than making further amendments to the Offer of Settlement. Attached hereto as Exhibit 25 is a true and

correct copy of an email exchange between myself and Peter Pizzani, the topmost of which is dated March 28, 2014.

27. In relation to the settlement of the New York investigation, I had several telephone calls with Mr. Pizzani and Michael Osnato during the week after January 7, 2014. During one of these calls, Mr. Osnato and Mr. Pizzani confirmed that the settlement would extend to all conduct that was under investigation in the Blast Matter, and agreed to reduce the total settlement amount for disgorgement, penalties and interest to approximately $345,000 (plus interest through August 13, 2013), as requested by Thompson. Mr. Osnato suggested that the parties effectuate settlement by an Offer of Settlement, rather than the term sheet originally proposed by the DOE. Mr. Osnato further indicated the DOE would prepare an Offer of Settlement if Thompson would deposit the settlement funds into counsel's trust account. Thompson's counsel agreed with this approach. Attached hereto as Exhibit 26 is a true and correct copy of an email exchange between myself and Peter Pizzani, the topmost of which is dated December 20, 2013.

28. Attached hereto as Exhibit 27 is a true and correct copy of an email from Peter Pizzani to me, dated April 7, 2014.

29. Attached hereto as Exhibit 28 is a true and correct copy of an email exchange between myself and Peter Pizzani, the topmost of which is dated January 9, 2014.

30. Attached hereto as Exhibit 29 is a true and correct copy of an email exchange between myself and Peter Pizzani, the topmost of which is dated January 15, 2014.

31. Attached hereto as Exhibit 30 is a true and correct copy of an email from Peter Pizzani to me, dated March 11, 2014, attaching a draft of the Offer of Settlement of Anthony J. Thompson, Jr.

32. Attached hereto as Exhibit 31 is a true and correct copy of a letter from my office to Peter Pizzani, dated June 6, 2014, enclosing the original signed Offer of Settlement of Anthony J. Thompson, Jr.

33. After delivering the executed Offer of Settlement, I contacted Mr. Pizzani on several occasions to determine the status of the settlement and to see when the Offer of Settlement "might get into the queue to be approved by the Commission." Mr. Pizzani did not give any indication that there were any problems with the settlement, or that additional approval was necessary from within the Division itself. Rather, he responded, simply, "It is being moved along," and "things were delayed because we were waiting for the other offer [from Fung and Pudong]." Attached hereto as Exhibit 32 is a true and correct copy of an email exchange between myself and Peter Pizzani, the topmost of which is dated July 16, 2014.

34. Unexpectedly, and contrary to their agreement, in two telephone calls in August, 2014, Thomas P. Smith, Peter Pizzani and Sanjay Wadhwa of the DOE in New York advised me that the Division had not submitted, and would not be submitting, the Offer of Settlement to the Commission with a recommendation to approve the settlement. Mr. Smith, Mr. Pizzani and Mr. Wadhwa told me that they were refusing to go forward with the agreement because they had "come to learn of new information" since the time the agreement was negotiated. This new information, they stated, consisted of the fact that Mr. Thompson had engaged in the same conduct but with respect to "newly discovered" issuers - Smart Holdings, Mass Hysteria, Blue Gem and Lyric Jeans."

35. That representation was contrary to the DOE's multi-year investigation, the broad scope of the investigative subpoenas, and by the express agreement with DOE incorporating and covering those other transactions. As reflected in the subpoenas in the New York investigation,

that investigation, as of September 2012, involved not just Blast Applications, Inc., but also Red Branch Techs Inc., Blue Gem Enterprises, Wind Works Power Corp., and Mass Hysteria Entertainment Company, Inc. Attached hereto as Exhibit 33 is a true and correct copy of a subpoena issued by the SEC's New York Regional Office on September 17, 2012. As of August 2013, the SEC had expanded the scope of its investigation to include Smart Holdings, Inc., Lyric Jeans, Inc., Fresh Harvest Products, Inc., Dynamic Response Group, Inc., and Blue Gem Enterprise. Attached hereto as Exhibit 34 is a true and correct copy of a subpoena issued by the SEC's New York Regional Office on August 7, 2013.

36. On August 18, 2014, counsel for Fung and I had an escalation call with DOE Staff and the Director of the Division of Enforcement, Andrew Ceresney, regarding the DOE's attempted repudiation of the agreement to submit the Offer of Settlement to the Commission and to recommend settlement. During that escalation call, and at a subsequent meeting with counsel on or about September 8, 2014, Mr. Ceresney insisted that any agreement negotiated by DOE Staff is final and binding only if approved by him. Mr. Ceresney stated that the DOE had no obligation to honor its agreement to submit the Offer of Settlement to the Commission, and recommend its approval, because he had not approved it – an assertion that contradicted the representations made by the DOE Staff, including Mr. Pizzani, Mr. Osnato and Mr. Smith, in negotiating and entering into the agreement on behalf of the DOE with Mr. Thompson.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
August 15, 2016

BRENT BAKER

EXHIBIT 1

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
Case NO. 1:12-CV-21656-JAL

SECURITIES AND EXCHANGE COMMISSION,
Plaintiff,

vs.

RECYCLE TECH, INC., RYAN GONZALEZ, OTC SOLUTIONS, LLC ANTHONY THOMPSON, PUDONG LLC and JAY FUNG,
Defendants.

DEPOSITION OF: LESLIE MARLOW

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TRANSCRIPT of the stenographic notes of the proceedings in the above-entitled matter, as taken by and before MARY G. VAN DINA, a Certified Court Reporter and Notary Public of the State of New York, held at the office of the Securities and Exchange Commission, 3 World Financial Center, New York, New York, on Monday, September 16, 2013, commencing at 10:00 in the forenoon.

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LESLIE MARLOW, 232 Sitka Court, Woodbury, New York, 11797, having been duly sworn by the Notary Public, testified as follows:

EXAMINATION BY MS. NESTOR:

Q. Please state and spell your name.

A. Leslie Marlow, L-E-S-L-I-E, M-A-R-L-O-W.

Q. There are a few ground rules I'd like to go over with you, Ms. Marlow, before we start.

You are under oath just as if you were in court.

Do you understand that?

A. Yes.

Q. And the court reporter is taking down your testimony, so you can't nod or shake your head.

Do you understand that?

A. Yes.

Q. If at any time you don't understand any of my questions, please let me know and I'll do my best to rephrase them.

Okay?

A. Okay.

Q. And if you do answer a question, I'm

"I want to make sure we have the latest before editing the e-mail disclaimer to include Greg's comments."

Do you see that?

A. Yes.

Q. And who are you referring to there? Is that Mr. Baker?

A. I believe it is.

Q. And was Mr. Baker involved in editing the e-mail disclaimer?

MR. BAKER: Objection. The response is privileged and involves advice given in anticipation of litigation that would be not her privilege to waive.

MS. NESTOR: Are you instructing her not to answer?

MR. BAKER: Yes. Leslie, I'm instructing you not to answer.

MS. NESTOR: So the question that you're instructing her not to answer: "Was Mr. Baker involved in editing OTC Solutions e-mail newsletter disclaimer?"

MR. BAKER: Exactly.

MS. NESTOR: Okay. We'll have to take

that one to the court then.

MR. BAKER: That's fine.

BY MS. NESTOR:

Q. And do you know a person named Eric Van Nguyen, N-G-U-Y-E-N?

A. Yes, I believe I do.

Q. Who is he?

A. I believe he had a similar newsletter out at that time.

Q. Was he a client of yours?

A. He might have been for a very short time.

Q. Do you remember what company or was it individually?

A. Again, I'm not sure.

Q. Was he an employee OTC Solutions?

A. Not to my knowledge.

Q. Do you know a person named Elliott Taylor?

A. The name is -- I believe I do. The name is ringing a bell. It sounds familiar.

Q. And was he affiliated with OTC Solutions?

A. I don't believe he was.

Q. How about a person named Patrick Boyd?

A. Yes, that name is familiar, I believe. He might have been an employee of OTC Solutions.

Q. Did you provide litigation strategy advice to OTC Solution or Anthony Thompson?

A. No.

Q. Did you participate in any conversations or e-mails where litigation advice was being given to Anthony Thompson or OTC Solutions?

A. I believe I could have been on the phone calls here and there, yes.

Q. How about e-mails?

A. I'm not really sure.

Q. And was there a time when OTC Solutions and Mr. Thompson stopped receiving stock in exchange for their promotional services?

A. Yeah, I believe there was, yes.

Q. And when was that?

A. Oh, my goodness. I couldn't answer that.

Q. Do you remember what year?

A. I honestly don't recall.

Q. And instead of receiving stock, were

they receiving cash?

A. Yes.

Q. Do you know why that was?

A. My guess is that it was becoming more and more apparent that the SEC did not like when they received the stock, and Mr. Thompson was very concerned about making sure he complied with anything that the SEC would have wanted him to comply with.

I mean, that was the purpose of hiring me in the first place.

Q. And when you say you were guessing, did you have any conversations with Mr. Thompson in that regard?

A. Again, if I did, it was just so many years ago.

Q. You just don't remember?

A. I don't remember. I have a vague memory.

Q. Is Anthony Thomas still involved in the stock promotion business?

A. Not to my knowledge.

Q. Do you know when he exited the business?

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Q. Wait a minute.

A. I don't think I have a 99.

Q. You're right. I don't think we talked about that today. We'll -- I'll actually move to another one briefly, so we can get there.

Why don't you take a look at Exhibit 34? And I think this is it right here in front of you.

A. Yes.

Q. Can you look on the disclaimer on that document?

A. (The witness reviews the document.)

Q. Do you see that there's language in there that they may sell?

A. Yes, wait, wait, wait. I thought I had seen it before. Yes, I do. "May sell part or all of any such shares."

Q. Are you familiar with that term "may sell"?

A. Yes.

Q. Do you know if that's language that you reviewed, just that phrase?

A. I honestly don't recall reviewing the Recycle Tech documents at all.

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I do see something in one of my timesheets though on Recycle Tech, but I don't believe we reviewed these.

I think it was something after the fact later on, but I would believe, if you're asking me "may", to me, was the appropriate language.

Q. You're saying that right now. Is that something that you told Mr. Thompson, that you believed "may" was the appropriate language?

A. I believe that we would have told him to use a forward looking statement as in "may," as opposed to "will" because "will" was not true.

Q. Okay. You mentioned your billing statement.

I want to, if I can, quickly get into that with you, so can you keep your finger on the billing statement --

A. Yes.

Q. -- for what you did in February?

A. Okay.

Q. But there's an e-mail that you were also shown, Exhibit 105, I believe it's an e-mail somewhere in the February 21, 22 time frame.

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Do you see that?

A. Wait. Yes, I have that.

Q. Now, can you go to what will end up being the last page of that exhibit, but the first e-mail that started the chain?

A. Hold on.

Q. Do you see that starting on the third to the last page?

A. Yes, the one that says, "As always, I want to stay compliant"?

Q. Who is that from?

A. Anthony Thompson.

Q. To?

A. To me and to Hank.

Q. Okay. Do you mind just reading that? You don't have to read it out loud into the record, but just familiarize yourself with that.

A. (The witness reviews the document.) Okay. I'm familiar with it.

Q. What -- generally, if you can characterize it, what was Mr. Thompson asking you and Mr. Gracin in that e-mail?

A. He wanted to make sure he was doing everything that somebody would have thought was

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appropriate in accordance with the SEC regulations on the promotions.

Q. Okay. And what was the date of that e-mail?

A. That was February 21.

Q. Could you check your billing statement, that one from February 21, and see if there's an entry in your billing statement for that?

A. Okay. There is.

Q. What does it say there?

A. Hank Gracin has an entry.

Q. Uh-huh.

A. "Reviewed and considered issues regarding promotional disclaimers in office conference with Leslie Marlow," and I have "telephone conference with Hank Gracin regarding disclosure."

Q. So did you discuss Mr. Thompson's e-mail with Mr. Gracin?

A. I assume I did.

Q. And the next day, is there an entry from you the next day as well?

A. Yes, there is.

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received for that particular promotion.

Q. Is the general website disclaimer longer?

A. I believe it is.

Q. Okay.

A. I believe it is.

Q. Did you at some point have conversations with Mr. Thompson, even text messages, using text messages --

A. Yes, I recall having a conversation like that.

Q. And the disclaimers that would be required there?

A. I vaguely recall that, yes.

Q. Would those be even shorter than the e-mails?

A. Yes, it was almost impossible to have a full disclosure because the text message won't allow you to have more than a certain amount of characters or whatever it is.

Q. Did you discuss doing a link to the website disclaimer?

A. Yes.

Q. In your opinion in that regard, did

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you discuss with Mr. Thompson about whether linking to a full disclaimer was something that was appropriate to do?

A. In my mind, it would have been better than not doing anything.

Q. True. What about with e-mails?

I believe, when you looked at Exhibit 34, you said that there was a link to the general website disclaimer in the Recycle Tech --

A. Correct.

Q. -- disclaimer?

A. Correct.

Q. Did you talk to Mr. Thompson about that practice?

A. I don't recall specifically having that conversation about that.

I'm assuming we did have a conversation because there's always a link there, so, again, he might have had that the whole time --

Q. Okay.

A. -- before I was even involved.

Q. As to that disclaimer on Exhibit 34, I took it down in my notes. This may not be an

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exact quote from your earlier testimony, but I believe when you were discussing it with Ms. Nestor, you said that the important thing is that the public know there was the possibility that stock could be sold at the time there was a promotion.

A. Okay, yes.

Q. Why do you say that?

A. I think I would like to rephrase that. To me, the important thing, again, is that the public know, even if it's not stock, that somebody is compensated, and that they're biased because that tells me that this is a paid promotion and that somebody is showing you one side of things, basically.

Q. Did you tell Mr. Thompson that that was the important thing in a disclosure?

A. I am assuming yes. That would have been something we had discussed.

I can't guarantee I did. I don't remember specifically but, again, I can analogize it to the analyst report for a public company, and it's the same thing.

If the analyst is paid for, if you

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have corrected the report, if you've had anything to do with the report, which is why public companies don't touch those reports, it loses its meaning.

It's the same issue here.

Q. The advice that you gave Mr. Thompson, you gave him some by e-mail.

Is that right?

A. Yes.

Q. And also some by phone?

A. A lot by phone.

Q. Which would you say was more, verbal advice or written?

A. Verbal, probably.

Q. And do you have a record of all of the advice you gave him?

A. Other than my time records, possibly not.

I mean, I can remember getting phone calls while my kids were competing in Junior Olympics or taking them, but my phone could be ringing -- if it's a Saturday or Sunday, and I'm not in the office, I don't end up billing the clients, but I might give the advice away anyway.

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Q. So there's even more advice than what's reflected in your timesheets to Mr. Thompson?

A. Absolutely. I'm known for not billing my time.

Q. It looks like you had a couple of phone calls on February 22 with Mr. Thompson. I may be misreading your billing records.

A. You might be right because my recollection is that that was about the time of Junior Olympics, and my kids were both competitive swimmers.

So that would have been around the time. I remember having to step out of their event to take calls.

Q. And on that February 22, it sounds like by, at least by reading your records, at least one of them was about SEC enforcement and disclosures and you talked about that with Mr. Thompson?

A. That might have been just the research being done. I assume that's correct, yes, "telephone call regarding research firms."

I'm not sure if that was the SEC

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enforcement or other firms. I'm not really sure.

Q. Just so we're clear here, going back to Exhibit 105, that kind of series and phone calls on the same date he issued that Recycle Tech newsletter, did that start because of his e-mail that says: "As always, I want to stay compliant with the SEC regs regarding disclosure"?

A. I assume so, yes.

Q. Okay.

A. As you can see from early on, and now it's coming back to me a little bit more, he was going to buy a company. That's how we met him. We weren't meeting him to do this.

As I recall, he was buying a company, when I met Anthony.

Q. Okay. Let me ask -- you said he was buying a company.

Do you know when that would have been?

A. That would have been January, when we first met him and he was going to buy -- it looks like a shell as I recall.

Q. Do you know if he ever did buy that shell?

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A. To my recollection, we told him it was not a deal he should get involved in and he did not, and I don't recall why. I can't tell you why.

There was a problem with that transaction.

MR. WASHBURN: All right. Off the record.

(Off-the-record discussion.)

MR. WASHBURN: That's all we have.

MR. SALLAH: I don't have any questions. Thank you.

MS. NESTOR: I have a few follow-up. Just give me a second.

(Exhibit 113, E-mails, Bates Nos. OTC 7 through 13, is received and marked for identification.)

EXAMINATION BY MS. NESTOR:

Q. Ms. Marlow, I'm going to show you what we've marked as Exhibit 113.

A. (The witness reviews the document.) Okay.

Q. And Exhibit 113 is a series of text documents which include e-mails, and you're a

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participant in some of those e-mails with Joseph Kay at Belmont Partners, as well as otcsolutionsllc@gmail.com, Hank Gracin and Christy Grzan, and there's a Bates stamp of OTC 7 through 13.

Do you see that?

A. Yes, I do.

Q. And you were just telling Mr. Washburn about their being a shell that Mr. Thompson was thinking about purchasing, and do you recall looking at these documents -- if you can turn to the last page number 13 -- whether the shell was Recycle Tech?

A. It's appears that it was, and that's probably why I don't remember these here that I looked at, because I don't believe I did.

Q. Exhibit 34 through 37?

A. Yes, and the entry would relate to this, which, again, it wouldn't have been important to me or I wouldn't have recalled the company.

I remember that he first came to us because he was going to buy a piece of a shell.

I don't recall why he didn't buy it,

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but I recall that we told him -- it was some reason, whatever he wanted to effectuate, possibly, there wasn't enough stock, as I'm recalling, for him to really control the company or whatever it would be and he didn't do the transaction.

Q. So it's possible that the letter that you drafted on February 22, 2010 regarding Recycle Tech related to the potential purchase by Mr. Thompson of the shell, Recycle Tech?

A. Correct.

Q. Do you know why we haven't received from your office a letter regarding Recycle Tech in the production that you produced?

A. That's what I'm wondering right now also. I have no idea why.

Q. Is there any reason why the letter that's referenced in Exhibit 107 wasn't produced to us?

A. No, I don't know why. I will call my tech people immediately and have them do another search.

Q. Exhibit 107, the billing entry references drafting a letter regarding Recycle

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Tech.

Do you know whether a letter was drafted and perhaps not sent?

A. Probably it wasn't sent because I think the deal died, so I have a feeling it was never sent, but I don't understand why these didn't show up in a search, and my computer people will tell you they searched Recycle Tech.

Q. And when you say these, you're referring to the documents marked as Exhibit 113?

A. I don't understand that. Wait a minute. Some of those don't mention Recycle Tech, so the possibility is if they don't have a name in them --

Q. Look at OTC 12, the Bates stamp.

A. Okay. Hold on.

Q. It appears to reference three attachments, and one of the attachments is titled, "Escrow Agreement, Recycle Tech Doc?"

A. I don't understand why they didn't appear.

Q. And Ms. Marlow --

A. The only thing I'm thinking -- well, that was the name Recycle Tech, too, because I'm

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thinking maybe we didn't search symbols, I don't believe.

Q. The R-C-Y-T?

A. Uh-huh. Wait a minute. Actually, the only other -- no, because it asked for -- can I see the subpoena for a minute?

Q. Sure. It's right here.

A. Unless it got thrown out because it did not relate to disclaimers. Is that possible?

Q. You're referring to the subpoena marked as Exhibit 110?

A. Yes, uh-huh, the only possibility I could think of, and I can ask Christy and the computer people, is that this did not relate to promos of Recycle Tech, so it was not within the scope in my mind.

This relates to a purchase of a shell that was not a promotion.

Q. And for right now, I'm just asking you -- Mr. Washburn had asked you some questions that elicited a response from you that you remember there being a shell, and that triggered me to show you the document 113 to determine whether that shell was, in fact, Recycle Tech.

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A. It appears that it was.

Q. And, Ms. Marlow -- whenever you're ready, I have a question not related to that exhibit.

A. It's bothering me.

Q. Do you know when OTC Solutions sold the stock of the issuers that it was promoting?

A. I'm sorry. I'm not sure I understand.

Q. Do you know when they were selling the stock of the issuers that they were promoting?

A. I have no idea.

Q. And did Mr. Thompson or OTC Solutions ever provide you with any documentation showing when he or his company was selling the stock that he was promoting?

A. I don't recall. Again, I don't want to say anything anymore because I thought I had all the documentation.

Q. Do you have any specific recollection of having discussions with Mr. Thompson regarding the use of the word "may" in his disclaimers?

A. Again, my memory is vague on this, but "may" is a word that we would have used because "will" would not have been correct and I would

WWW.USLEGALSUPPORT.COM
1-888-311-4240

Marlow 9/16/13

have pushed for a full statement.

From reviewing millions of questions almost on a daily basis, I would never use "will."

Q. My question is, do you recall having any discussions or communications with Mr. Thompson or OTC Solutions about the use of the word "may"?

A. My vague recollection is yes, because my vague recollection is something about him not always selling some of the stock and wanting to keep some of it because he truly believed in the companies and to make sure that, you know, the promotions were running properly.

Q. Do you know whether he kept any of the Recycle Tech stock?

A. I have no idea.

MS. NESTOR: I don't have anything else.

MR. WASHBURN: Just one quick follow-up.

EXAMINATION BY MR. WASHBURN:

Q. Ms. Nestor asked you if you knew whether they were selling stock during the

Marlow 9/16/13

promotion.

Can you look at Exhibit 105? It's right there in front of you.

A. Yes.

Q. And the second page of it, there's an e-mail from Mr. Thompson to Hank Gracin, cc'ing you, on February 21, 2010 --

A. Uh-huh.

Q. -- the day before the Recycle Tech promotion.

A. Yes.

Q. Could you read the first sentence of that?

A. "When we profile a company"?

Q. Yes.

A. "When we profile a company, obviously, we are selling because we were paid to bring awareness to it. We never ever say to buy anything, and like I said, we choose our words very carefully."

Do you want me to keep going?

Q. No, I think that will do it.

Based on that, did you have any understanding of whether he was selling when he

Marlow 9/16/13

was running a promotion --

A. I assume he was selling at some point, but I don't think that was relevant because he told people he owned stock and he might sell, but, to me, you've told the public what you're doing.

You've put everybody on notice. I'm not unbiased. I've got a conflict. Even if he didn't get the stock and he had cash, he was biased in my mind, and you put people on notice that somebody paid me to put this promotion out basically, and the fact that I have stock and I might sell or I am selling it is irrelevant.

I've warned you. You're aware that that could happen. So I don't know that I ever really cared that much as to when he was actually selling.

Marlow 9/16/13

MR. WASHBURN: That's all I have.

THE WITNESS: I mean, my 15-year-old would understand that, you know.

MR. WASHBURN: That's all I have.

MS. NESTOR: That's all. Thank you.

(The witness is excused at 12:25 p.m.)

____

LESLIE MARLOW

Subscribed and sworn to before me

this ___ day

of__________, 2013

____

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1-888-311-4240

Marlow 9/16/13

CERTIFICATE

STATE OF NEW YORK)
: Ss.
COUNTY OF NEW YORK)

I, MARY VAN DINA, a Notary Public within and for the State of New York, do hereby certify:

That LESLIE MARLOW, the witness whose deposition is hereinbefore set forth, was duly sworn by me and that such deposition is a true record of the testimony given by the witness.

I further certify that I am not related to any of the parties to this action by blood or marriage, and that I am in no way interested in the outcome of this matter.

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of September 2013.

____
Mary G. Van Dina

Marlow 9/16/13

DEPOSITION ERRATA SHEET

Case Caption: In Re: SEC v. Recycle Tech

DECLARATION UNDER PENALTY OF PERJURY

I declare under penalty of perjury that I have read the entire transcript of my deposition taken in the captioned matter or the same has been read to me, and the same is true and accurate, save and except for changes and/or corrections, if any, as indicated by me on the DEPOSITION ERRATA SHEET hereof, with the understanding that I offer these changes as if still under oath.

____
LESLIE MARLOW
Subscribed and sworn to on the _____ day of ____________, 2013, before me,

____
Notary Public,
in and for the State of
____

Marlow 9/16/13

DEPOSITION ERRATA SHEET

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Marlow 9/16/13

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Reason for change: ____________________
SIGNATURE:__________________DATE:________

EXHIBIT 2

From: ExplicitPicks.com <editor@explicitpicks.com>
To: otcsolutionsllc@gmail.com <otcsolutionsllc@gmail.com>
Sent: 12/14/2009 6:40:30 PM
Subject: BGEM up 86% - HUGE aftermarket news! Product placement at Publix Supermarkets.

ExplicitPicks.com
The Best Small & Microcap Alerts

Dear Fellow Investors,

What a day BGEM had! What's even better for our subscribers is that after trading up more than **85%** on over **13.3 million** shares, BGEM released **MAJOR NEWS!** Ladies and gentlemen the strength of this company is simply incredible!

Look at today's news!

December 14, 2009 4:20 pm EST

Title Sports Drink Hits Publix Supermarket Shelves

Blue Gem's All Natural Sports Drink Expands From Independent Stores to Major Grocery Chains With Distribution into South Florida's Biggest Grocer

Click here to read the entire release.

It is important that our subscribers take special note to this press release. Publix is one of the premier grocery store chains in the United States! **Take a look at this...**

Publix.
WHERE SHOPPING IS A PLEASURE

- Founded by the late George W. Jenkins in 1930 in Winter Haven, Fla.
- Largest employee-owned supermarket chain in the United States
- One of the 10 largest-volume supermarket chains in the United States
- 2008 retail sales of **$23.9 billion**
- Current employee count of more than 141,000

TALK ABOUT BLOCKBUSTER NEWS!!!

title™ Sports Drink

We have watched and traded stocks like BGEM many times in the past. Market makers started shorting the stock heavily out of the gates this morning and continued into the afternoon. **With this recent news and the massive liquidity we truly believe BGEM has the ability to break $1.00 per share!!**

BGEM announced that their products would be available in Navarro Chain stores and now Publix too. This is simply staggering news for shareholder value!

What will be next?

Remember, BGEM announced the appointment of Mr. Friedopfer who ran an $800 million dollar operation distributing to companies like: **WAL-MART, WALGREENS, DUNKIN DONUTS, 7-11 and several others!**

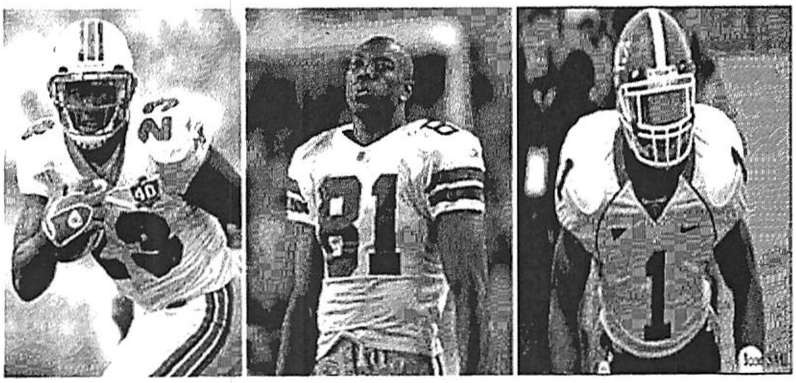
We watched HANS moved from about $2.50 to well over $60.00! Natural Corporation (NASDAQ:HANS) is another company that distributes natural drinks.

What is "Title Sports Drink"?

Title Sports Drink is a revolutionary new sports drink that has more electrolytes than leading sports drinks, and is all natural, giving it a very unique selling proposition. **Title Sports Drink** is a highly advertised new drink owned by The Electric Beverage Company, Inc., and its commercials feature Ronnie Brown and Vontae Davis, two of South Florida's most high profile athletes. Add to the list

Heavyweight Champion Boxer Cedric Boswell and Terrell "TO" Owens!!!

Have a look at three NFL athletes who are currently endorsing "Title"



This company is a potential up and coming gold mine for shareholders. How many beverage distribution companies trade on the micro-cap market? Now the bigger question is how many are backed by MAJOR PRO ATHLETES with their product being stocked on major grocery chain shelves?

Answer: One that we are aware of, BGEM!

title
RUN
title
RUN
title
RUN

This isn't a fad! Consumers are making these kinds of drinks a mandate! **Gatorade is one of the top choices for athletes, but what if there was a beverage on the market that was even better and could become the best tasting sports drink out there? Then think about the company who holds the "exclusive" rights to market and distribute that product. Wouldn't they**

become an overwhelming force in the industry?

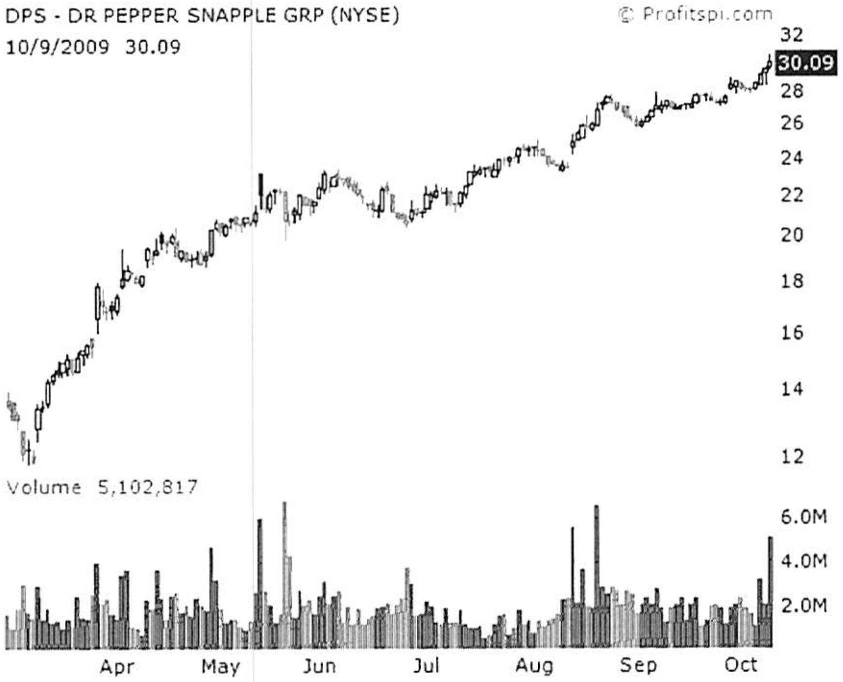
There's a reason why Coca Cola took it upon themselves to buy Glaceau's Vitamin Water for **$4.1 billion**! The demographic is getting younger and more are rushing to buy when celebrity endorsements come into the picture.

According to the market-research firm Mintel International Group, from 2004 through 2006, sales for enhanced waters and sports drinks grew 73 percent, to $1.2 billion in sales!

The comparables simply DO NOT LIE...

Dr Pepper Snapple Group, Inc. (NYSE: DPS) Dr Pepper Snapple Group, Inc. engages in owning, bottling, and distributing non-alcoholic beverages in the United States, Canada, Mexico, and the Caribbean. It provides flavored carbonated soft drinks (CSD) and non-carbonated beverages (NCB), including ready-to-drink teas, juices, juice drinks, and mixers. The company offers its CSD products under the Dr Pepper, 7UP, Sunkist, A&W, Canada Dry, Schweppes, Squirt, RC, Crush, Diet Rite, Sundrop, Welch's, Vernors, and Country Time brand names; and NCB products under the Snapple, Mott's, Hawaiian Punch, Clamato, Nantucket Nectars, Venom Energy, Yoo-Hoo, Orangina, Mistic, Mr and Mrs T, Rose's, Margaritaville, Stewart's, and IBC brand names. bottlers and distributors, retailers, and large foodservice and convenience store customers.

DPS recently moved from $11.83 to over $30 per share for a gain of 159%.


DPS - DR PEPPER SNAPPLE GRP (NYSE)
10/9/2009 30.09
© Profitspi.com
32
30.09
28
26
24
22
20
18
16
14
12
Volume 5,102,817
6.0M
4.0M
2.0M
Apr
May
Jun
Jul
Aug
Sep
Oct

Pepsi Bottling Group Inc. (NYSE:PBG) The Pepsi Bottling Group, Inc. (PBG) operates in the carbonated soft drinks and other ready-to-drink beverages industry. The company manufactures, sells, and distributes Pepsi-cola beverages. It offers carbonated soft drinks and non-carbonated beverages under various brands, including Pepsi, Diet Pepsi, Diet Pepsi Max, Wild Cherry Pepsi, Pepsi Lime, Pepsi ONE, Mountain Dew, Diet Mountain Dew, AMP, Mountain Dew Code Red, Sierra Mist, Sierra Mist Free, Aquafina, Aquafina FlavorSplash, G2 from Gatorade, Propel, Crush, Tropicana juice drinks, Mug Root Beer, Trademark Dr Pepper, Lipton, SoBe, SoBe No Fear, SoBe Life Water, Starbucks Frappuccino, Dole, and Muscle Milk.

PBG recently moved from $16.82 to over $38 per share for a gain of over 130%

PBG - PEPSI BOTTLING GROUP INC (NYSE)
12/11/2009 37.74
© Profitspi.com
40
37.74
36
34
32
30
28
26
24
22
20
18
Volume 1,598,948
25.0M
20.0M
15.0M
10.0M
5.0M
Mar
Apr
May
Jun
Jul
Aug
Sep
Oct
Nov
Dec

Fellow investors, let us be clear for the record. We released our pick on BGEM because we are absolutely 100% convinced that their "exclusive" rights to market **"Title Sports Drink"** will be a huge source of revenues. Shareholders need to realize that this is not your average micro-cap company. **We aren't talking about drinking the "Kool -Aid", we are talking about drinking "Title"!!!**

Lastly, please have a look at some pictures of their trucks and facilities...

TITLE
THIRST FOR IT
TITLE
THIRST FOR IT
TITLE
THIRST FOR IT
title

GO FOR THE TITLE
GO FOR THE TITLE

It's time to take a shot at the "Title"!

Sincerely,
ExplicitPicks Team

PS: Follow ExplicitPicks.com on Twitter.

Disclaimer:

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>> Forward to a friend

EXHIBIT 3

---------- Forwarded message ----------
From: **Anthony Thompson** <otcsolutionsllc@gmail.com>
Date: Sun, Feb 21, 2010 at 11:13 AM
Subject: Disclosure requirements....
To: Hank Gracin <HGracin@gracinmarlow.com>, LMarlow <LMarlow@gracinmarlow.com>

Leslie and Hank,

As always I want to stay compliant with SEC regs regarding disclosure. Do you think we are taking the neccassary steps? We are disclaiming all compensation in emails and on our webste while many sites simply disclose in their emails. We are not doing work with any pink sheets so as to only deal with fully reporting companies. We are keeping logs of our due diligence on the companies and sectors they are in.

I stay up at night sometimes wondering if we are doing enough. I feel like we are and I feel like we do more than our competitors. The biggest emailer out there right now is a 23 year old kid who I was told just made $7 mill on a stock PEPR that didn't do so well. I looked at his email disclaimer and he indicated he was paid $50,000 on SKTO, not even the right company. To me I see that kind of behavior and I think to myself, that kid is going to get smoked!

I have been searching articles and found a bunch. This one shows these guys were not disclosing properly. I looked on their site and still do not see actual compensation disclaimers on their site like I have:

http://www.thestreet.com/story/10613318/cel-sci-stock-promoter-has-troubled-sec-past.html

http://www.smallcapnetwork.com/Disclaimer/s/page/view/p/mid/1/id/2/

We do not tell investors to buy or that we think the stock is a buy or anything like that. We choose our words carefully. Obviously people can find fault in anything, I rely on both of your counsel in these matters.

Here are some of my main competitors:

www.bestdamnpennystocks.com
www.pennypic.com

www.titanstocks.com
www.secretpennystocks.com
www.awesomepennystocks.com

Here are my four sites that seem to diclose far more:

www.oxofwallstreet.com
www.killerpennystocks.com
www.freeinvestmentreport.com
www.explicitpicks.com

Every single subscriber we have is an opt in or double opt in.

--
Anthony J. Thompson Jr.
Managing Director
OTCSolutionsLLC
240-604-7272
www.otcsolutionsllc.com

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EXHIBIT 4

From: Anthony Thompson [mailto:otcsolutionsllc@gmail.com]
Sent: Thursday, March 25, 2010 1:41 PM
To: BBaker@parsonsbehle.com; Leslie Marlow; Eric Van Nguyen; otcbb
Subject: Site Disclaimers

Brent,

As we discussed yesterday, I would appreciate it if you could review our site disclaimers for Eric, Jay and myself. Below are three of our many sites, please take a look and let me know if you think they are strong enough or if we need to make additions.

Jay's site:
http://www.pennypic.com/disclaimer.html

Eric's site:
http://www.titanstocks.com/disclaimer.php

My site:
http://www.freeinvestmentreport.com/content/disclaimer

Many thanks,
--
Anthony J. Thompson Jr.
Managing Director
OTCSolutionsLLC
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EXHIBIT 5

From: **Anthony Thompson** <otcsolutionsllc@gmail.com>
Date: Mon, May 3, 2010 at 8:35 AM
Subject: Re: Website Disclaimer
To: "Taylor, Elliott" <ETaylor@parsonsbehle.com>
Cc: Leslie Marlow <LMarlow@gracinmarlow.com>, "Baker, Brent" < BBaker@parsonsbehle.com>, Hank Gracin <HGracin@gracinmarlow.com>, Christy Grzan < Cgrzan@gracinmarlow.com>, otcbb <otcbb@comcast.net>, Eric Van Nguyen < nguyen_eric@hotmail.com>

Do we need something saying that not all the stock symbols on the site are from past picks but rather they show the upside of micro and small cap stocks?

Also, is this the version we should incorporate now? If so, we will have our sign up link connected to it so future sign ups click agree or disagree......

On Fri, Apr 30, 2010 at 6:56 PM, Taylor, Elliott <ETaylor@parsonsbehle.com> wrote:

Leslie: The revisions look good. I made a small revisions which is indicated in the attached document. I moved a sentence down into the paragraph regarding third-party web links, etc. The sentence seemed misplaced, and more appropriate where relocated in the document.

Have a good weekend.

Elliott

Elliott N. Taylor

Parson Behle & Latimer

201 S. Main, Ste 1800

Salt Lake City UT 84111

P O Box 45898

Salt Lake City UT 84145

Phone: (801) 532-1234

Fax: (801) 536-6111

Email: ETaylor@parsonsbehle.com

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From: Leslie Marlow [mailto:LMarlow@gracinmarlow.com]
Sent: Friday, April 30, 2010 8:48 AM
To: Baker, Brent; Taylor, Elliott
Cc: Anthony Thompson; Hank Gracin; Christy Grzan
Subject:

Attached is a clean and marked copy of the disclaimers. Please let me have any comments that you may have.

I have left messages for each of you. Please call me asap to discuss moving forward with the litigation. Thanks.

Leslie Marlow

Partner

Chrysler Building, 405 Lexington Avenue, 26th Floor, New York, New York 10174

T: (212) 907-6457 F: (212) 208-4657

D: (516) 496-2223 M: (516) 457-4238

www.gracinmarlow.com

In Florida, Mission Bay Office Plaza, 20283 State Road 7, Suite 300, Boca Raton, Florida 33498

T: (561) 237-0804 F: (561) 237-0803

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--

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EXHIBIT 6

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

COPY

In the Matter of:)

) File No.: FL-03559-A

RECYCLE TECH, INC.)

WITNESS: Anthony J. Thompson

PAGES: 1 through 167

PLACE: 801 Brickell Avenue
Suite 1800
Miami, Florida 33131

DATE: February 10th, 2011

The above-entitled matter came on for hearing, pursuant notice, at 10:00 a.m.

Diversified Reporting Services, Inc.

(202) 467-9200

APPEARANCES:

On behalf of the Securities and Exchange Commission

ELIZABETH FATOVICH, ESQ.
Division of Enforcement
Securities and Exchange Commission
801 Brickell Avenue, Suite 1800
Miami, Florida 33131

On behalf of the Witness:

BRENT R. BAKER, ESQ.
Parsons Behle & Latimer
201 South Main Street, Suite 1800
Salt Lake City, Utah 84111

Q Have you spoken to him regarding this investigation?
A No.
Q You said he was attempting to call you. Do you know why?
A I don't know whether -- I don't know the answer to that. I mean, whether he had a client that wanted to hire me or -- I couldn't tell you.
Q When was the last time you spoke to Mr. Sepe?
A Again, it's been -- it's been months, a month, two months, three months.
Q Did he ever talk to you or did you ever talk with him regarding this SEC investigation?
A No.
Q Before he engaged OTC Solutions for the marketing campaign for Recycle Tech Company, had he ever engaged OTC Solutions or your services for any other marketing campaign?
A Yes.
Q Which one?
A BlueGem.
Q Is that one word?
A I believe so.
Q Is it BlueGem Enterprises?
A I believe so.
Q And when was that?

A I can't give you -- I don't know the date.

Q 2009?

A I would say 2009 sounds accurate.

Q And Mr. Sepe engaged your company to do a marketing campaign for BlueGem?

A That's correct.

Q And did your company do such a marketing campaign?

A Yes.

Q Consisting of newsletters?

A That's correct.

Q To the various database Emails?

A I'm sorry?

Q Did newsletters go out to the various database Emails?

A Yes.

Q How many Emails are in your databases?

A I don't know the answer to that. It changes every day. You have people unsubscribing. You have people who subscribe. So I couldn't give you an answer.

Q How about a range?

A Over a hundred thousand.

Q Is that throughout 2009, over a hundred thousand?

A 2010?

Q 2009.

A 2009, I have no idea.

Q You don't remember. And so your number of over hundred thousand, that's for 2010?
A Yes.
Q Okay. So going back to BlueGem, which was in 2009, did you receive shares of BlueGem from Mr. Sepe?
A Yes.
Q So you were compensated for your marketing campaign with BlueGem shares?
A Yes.
Q Do you remember how many?
A I do not.
Q Over two million?
A I --
Q Can't remember?
A -- do not remember.
Q Do you remember selling those shares?
A Yes.
Q You did?
A Yes.
Q And OTC issued newsletters regarding BlueGem during that time period of 2009?
A Yes.
Q Was that a one-week agreement as well?
A I don't know.
Q In addition to BlueGem, other than BlueGem, any

other marketing campaigns for Mr. Sepe?

A Yes.

Q What marketing campaigns?

A Mass Hysteria.

Q So OTC did a marketing campaign for Mass Hysteria?

A Yes.

Q Engaged by Mr. Sepe?

A Yes.

Q And that marking campaign, again, involves sending out newsletters?

A That's correct.

Q And how much was OTC paid?

A Do not remember.

Q Was it in stock?

A I do not remember.

Q You don't remember the stock --

A No, do not remember.

Q When was that, Mass Hysteria?

A I believe 2009.

Q Does the name Daniel Grodnik sound familiar to you?

A Yes.

Q Why does that sound familiar?

A CEO of Mass Hysteria.

Q Did you ever speak to Mr. Grodnik?

A Yes.

Q What'd you speak to him about?

A About his -- about his idea for Mass Hysteria. Also, just spoke to him regarding his -- his previous industry experience. He was CEO of National Lampoon's, which was, obviously, a big comedy outfit that did a lot of comedy movies, and I know that he had done over forty major motion pictures.

Q What about the name Hanna Schmieder, sound familiar?

A Yes.

Q In what capacity?

A Involved with Lyric Jeans.

Q Did you do a campaign for Lyric Jeans?

A Yes, I did.

Q You did a campaign for Lyric Jeans?

A Yes.

Q Was that requested by Mr. Sepe?

A Yes, it was.

Q And did Mr. Sepe compensate you?

A I was compensated. He was the one who hired me. So the answer is, he was the one who hired me, so, yeah, I would say, yes, he compensated me.

Q Do you remember whether it was stock or money?

A I believe it was stock on Lyric Jeans.

Q And when was that promotion?
A I do not know the answer to that.
Q Was it in -- between at least 2008 and current?
A Yes.
Q So Recycle Tech, BlueGem, Mass Hysteria and Lyric Jeans. Did you do any other marketing campaigns in addition to these for Mr. Sepe?
A There was companies early in my career when OTC had not built a database where I, basically, was a conduit. OTC was, basically, a third party that would go out and help locate newsletter providers for people. And there was, I believe, two companies that Mr. Sepe had asked me to help him with back then.
Q And for those two companies, OTC acted as a conduit?
A That's correct.
Q In other words, OTC did not issue its own newsletters?
A That's correct.
Q It contacted a third parties to issue their newsletters?
A It bridged the two sides. This newsletter provider with Mr. Sepe as the hiring party.
Q And which were the two companies?
A HydroGenetics and Xynergy Holdings.

Q And these are Mr. Sepe's companies?

A I don't know that they're his companies. I know he's involved with those companies.

Q But you don't know his involvement in those companies?

A I don't.

Q Do you know his involvement in Recycle Tech?

A His involvement in Recycle Tech, I think he was friends with the CEO of the company.

Q So he contacted you, from your understanding, as the friend of the CEO?

A That's correct.

Q Other than Mr. Gonzalez, I think you mentioned you spoke to him regarding Recycle Tech, did you speak to anybody else at Recycle Tech about Recycle Tech?

A Not that I recall.

Q Did you ever speak to a Liza Santana?

A I don't recall that name.

Q Ever speak to Clara del Sol?

A I don't recall that name.

Q Let me show you a document that had been previously Bates stamped Exhibit 22. Exhibit 22, which is in front of you, is a four-page document consisting of a three-page letter on Vincent and Rees letterhead dated January 29th, 2010 addressed to X-Clearing Corporation regarding 144 Opinion - Removal of Restricted Legend, issuer, Recycle Tech, Inc. It signed David M. Rees, R-E-E-S. With Exhibit A attached.

If you could review the document. Let me know when you're ready to proceed.

A I'm ready.

Q Have you seen this document before today?

A Yes, I have.

Q When was that?

A January 29th.

Q Around the date --

A Around the time it was issued.

Q Your attorney pointed to that date; otherwise, you wouldn't remember the date itself?

A I do. It was around the time that I was hired for Recycle Tech.

Q And when you were hired for Recycle Tech?

A Around the end of January, early February.

Q Of 2010?

A That's correct.

Q You mentioned Mr. Sepe -- I think you mentioned, so correct me if I'm wrong, that Mr. Sepe gave you a timeframe, a starting date for when to start the marketing campaign?

A He told us when he'd like us to start.

Q Turning to the last page of the exhibit, there's a series of names titled under, the shareholder name, number of shares, number of certificates. I'd like to ask you whether you're familiar with any of these names.

The first one is Liza Santana. I think you mentioned you're not familiar with the name.

How about the name Howard Berg?

A No, ma'am.

Q Steven Mayer?

A No, ma'am.

Q Dan Grodnik is the next one, G-R-O-D-N-I-K. And you mentioned he's linked to Mass Hysteria?

A Yes, ma'am.

Q And you spoke a few times regarding his company?

A Yes, ma'am.

Q Anything else about him?

A No.

Q This Vincent and Rees letter appears to me to be an opinion letter removing the restriction of the legend. Is that your understanding of the letter?

A Yes, ma'am.

Q And in Exhibit A, there's a list of shareholder names. So it appears to me that this is a list of shareholders. Is that your understanding?

A Yes, ma'am.

Q Do you know why Mr. Grodnik is receiving eight hundred thousand shares of Recycle Tech?

A I couldn't tell you.

Q You don't know?

A No.

Q Are you familiar with the name Raymond Buchanan?

A I am familiar. Ray Buchanan, actually, is a former NFL player. And I remembered Kevin Sepe telling me that Ray Buchanan was a former NFL player who was one of his buddies.

Q Do you remember which team he played for? That's just an aside.

A I believe the Atlanta Falcons. I'm pretty sure.

Q Okay. That's not -- I'm just -- to get a better sense of --

MR. BAKER: You're dead now.

MS. FATOVICH: No. No.

BY MS. FATOVICH:

Q So Ray Buchanan, you understand is a friend -- a buddy of Sepe?

A Yes.

Q Do you know anything else about him?

A No.

Q Ever communicated with him or anything? No.

Okay. Do you know why he would receive two million shares three hundred seventy-five thousand?

A No, I don't.

Q The name Ronny Halperin, you know him as the attorney for Recycle Tech?

A Yeah. And a friend of Kevin Sepe's.

Q Do you know why he's receiving on this paper two million four seventy-five thousand shares?

A No, I don't.

Q How about the Kenneth Oxsalida, O-X-S-A-L-I-D-A?

A A friend of Kevin Sepe's.

Q Do you know why he's receiving those shares?

A No, I don't.

Q Does he work with Mr. Sepe?

A I believe he does. I don't know if he still does, but he was -- worked for him, I believe.

Q For which company?

A I believe Dynamic Response Group.

Q Did you do a marketing campaign for Dynamic Response?

A I believe we did.

Q Okay. Were you paid in stock?

A I don't remember.

Q And was that -- were you hired by Mr. Sepe for that as well?

A Yes.

Q And was that at least since 2008, prior to 2008, do you remember?
A I don't remember.
Q Was it in the last five years?
A Yeah.
Q Yes?
A Yes.
Q Hanna Schmieder, I asked you about her before. Other than what you mentioned about her, anything else about her?
A No.
Q Joseph Dervali, D-E-R-V-A-L-I?
A No.
Q Christopher Balseiro, B-A-L-S-E-I-R-O?
A I believe he's related to Kevin Sepe.
Q In what capacity?
A I couldn't tell you what capacity.
Q Howard Ettleman?
A Don't know.
Q Back to Balseiro, does he work with Kevin?
A I don't know.
Q Howard Ettleman, you said you don't know, correct?
A That's correct.
Q Robert Friedopfer, F-R-I-E-D-O-P-F-E-R?
A Name sounds familiar. I believe he works with

Q From Mr. Fung and Mr. Van Nguyen?
A Yes.
Q How long have you known Mr. Fung and Mr. Van Nguyen?
A A couple years.
Q Separating them out. How did you meet Mr. Fung?
A Just through a friend of a friend. I can't even remember how. It's been a while.
Q You met him socially? You met him in a work context?
A Probably a work context. I was -- in a work context.
Q And how many campaigns have you run simultaneously with him, for example, in 2010?
A Ten.
Q And with Mr. Van Nguyen, how many campaigns have you run with Mr. Van Nguyen in 2010?
A Ten, twelve.
Q And how do you know Mr. Van Nguyen?
A Again, I was introduced to him through industry contacts.
Q Are these the same contacts who introduced you to Mr. Fung?
A Probably not.
Q Do you remember who these various different

them, is that you would consider profiling?

A That would be a profile.

Q Okay. Did you, in 2010, put any of your links to newsletters or literarily copies of your newsletters on the different websites?

A No.

Q No?

A I don't believe so.

Q Okay. Are you familiar or have you ever heard of the name Belmont Partners?

A Yes, I have.

Q In what capacity?

A Belmont Partners, to my understanding, was a -- they were a funding company, did a lot of funding of publicly traded companies, AMEX, NASDAQ, Bulletin Board, and, also, were selling vehicles, pink sheets, Bulletin Board, AMEX, vehicles, doing a lot of work with reverse mergers.

Q And how did you first became aware of Belmont Partners?

A I believe through Kevin Sepe.

Q And did he introduce you to Joseph Meuse?

A He did. He had Joseph Meuse call me.

Q Joseph Meuse is the president of Belmont Partners and officer?

A I believe he was the president, president CEO something, the head honcho.

Q And Sepe had Mr. Meuse call you?

A Yes.

Q And he called you before the whole Recycle Tech campaign?

A I would -- yes. Yes.

Q Early 2010?

A I would say late 2009.

Q And why did Mr. Sepe have Meuse call you?

A Well, Mr. Meuse had, obviously, a lot of clients in the micro-cap arena, so he natural thought that he might be a good source of clientele.

Q That Mr. Meuse would be a good source of clientele?

A Who could refer me on to him -- refer business to me.

Q Refer different micro-cap companies to you for marketing purposes?

A That's correct.

Q So you said he called you or you called him?

A I believe he called me.

Q And what did he say?

A I don't remember.

Q I guess -- okay. Let's go general then. He introduced himself.

A Absolutely.

Q And did he talk to you about Recycle Tech?

A No.

Q What did he talk to you about?

A What he did in terms of dealing with companies, reverse mergers, funding. He said he had a number of strong micro-cap and small-cap companies from the NASDAQ all the way down to the pink sheets that he dealt with and would I be interested in him forwarding on the clients.

Q Clients for you to market?

A Yes.

Q Did he suggest any other business for you?

A No, he didn't.

Q Did he suggest selling or buying a vehicle?

A That was something that I considered with Jay Fung at one point was to buy -- buy some vehicles and flip them around. There was -- the inventory over the last couple of years to -- as Mr. Meuse had indicated, was that there -- it was a buyer's market and that he had access to vehicles and that it would be -- it might be a good way to make some money. So it was something that I considered. And then after looking at it, the situation a little bit and then talking to my counsel, I decided to not do it.

Q Okay. When you say vehicles, are you referring to the public shells?

A That's correct.

Q And you would buy the public shells, slash, vehicles to sell them?

A That's correct.

Q And you considered doing this with Jay Fung?

A That's correct.

Q And through Belmont Partners?

A We just thought about doing it in general, but Joe Meuse had certainly said, I've got -- this is what I do, I could probably find you all a good investment. And so I spoke to him at the time about it.

Q And you said you decided not to?

A Decided not to.

Q You said after speaking to counsel. I don't want to know what counsel said to you, but why did you decide not to?

A Just decided that I had enough going on in my current -- I was already strung out enough in terms of hours I was working and I certainly didn't need to get into another venture when I was buying a vehicle and then sitting there trying to go out and sell that vehicle.

I mean, kind of like I wouldn't want to buy a car and try to find somebody else to buy it at a higher price. It just didn't seem like the right way to go.

Q Okay. I have a series of Emails you produced to us with various Bates stamps regarding -- or from Belmont Partners. I'm going to mark them as a composite exhibit. If becomes confusing, I'll separate them out. But because you all have to leave earlier today, I'll put them in together.

A Okay.

MS. FATOVICH: Let's mark the next series of Emails as a composite exhibit.

(The above document was marked as Exhibit No. 85 for identification, after which the following was had:)

BY MS. FATOVICH:

Q I'm handing you what has been marked Exhibit 85. Exhibit 85 consists of five different Emails Bates stamped from OTC000001 through -- and here the Bates stamping is a little odd, so it goes to 13, except the document ends at 12. The last two pages are reversed, 13 and then 12.

A Okay.

Q So that's thirteen pages.

The documents are all labeled OTC. Are these documents that you provided to us?

A Yes.

Q So looking at the first Email, which is two pages, and if you need more time to look over the documents, let me know.

A Are we starting with the first two pages?

Q Yes.

A Okay. I'm fine.

Q Okay. So the first page is dated January 2nd, 2010 at 4:58 p.m. from a Hadi Aboukhater. It's H-A-D-I, space, A-B-O-U-K-H-A-T-E-R. And the Email address is hadi@belmontpartners.net to otcsolutionsllc@gmail.com, cc: Jay Meuse and Joseph Day.

If you could review the first two pages of the document. Let me know when you're ready to proceed.

A I'm ready.

Q Were you in discussions or OTC Solutions in discussions with Belmont Partners regarding -- as I read this document, regarding obtaining two shells, one called DATI, the other RCYT as in Recycle Tech?

A They were showing me two vehicles.

Q Okay. And you expressed your interest, it appears, on the second page, we may want them both, get back to me whenever possible. Is that expressing interest in those two shells?

A Okay. Yes.

Q And that's Bates stamped OTC02.

A Okay.

Q The Bates stamp 1, the first sentence of that

Email, Joe is still pressing to get the breakdown between restricted and FT on RCYT. FT is that Free Trading?

A That would be Free Trading.

Q And then it reads, we should have it early next week as we are waiting on a key individual on Recycle Tech to get back from vacation. Do you remember who that key individual was?

A No.

Q Who is Hadi Aboukhater?

A Both Hadi and Joseph Day were working for Joseph Meuse at Belmont Partners.

Q Do you know what their titles were?

A No, I don't.

Q And what did they do?

A I believe they were in the capacity of selling vehicles.

Q They're salesmen of sorts?

A That would be accurate.

Q So turning to the next two pages, three and four, January 6th, 2010. Again, from Hadi to OTC Solutions. This time cc'd to Joseph Day. And there's actually three Emails. The second Email is from you, very interested in the vehicle it reads, I'm trying to get in touch with my partners, but have not reached them yet. The partners, is that Eric Van Nguyen and Jay Fung?

A That would be Jay.

Q Just Jay?

A That would be Jay. I don't really think that Eric was too involved in those conversations to my recollection, but, again, I'm not sure.

Q So my partners means Jay?

A Yeah.

Q Okay. And did Kevin Sepe have anything to do with any of these --

A No.

Q I'm sorry. Did Kevin Sepe have anything to do with any of these potential transactions for the Recycle Tech vehicle?

A No.

Q You can turn to the next page, five and six.

A Okay.

Q That one is dated January 7th, 2010 from Joseph Day to Anthony Thompson, cc: Hadi and Joseph Meuse. It references an LOI, a Letter of Intent, for the acquisition of Recycle Tech.

A Okay.

Q Did you sign a Letter of Intent for the acquisition of Recycle Tech?

A I don't believe I did. I had -- I had counsel look at it. And I think this was about the time when the decision was made to not go that direction.

Q Okay. Looking at the second page of that Email, it's six, it's redacted. Can you tell me why it's redacted?

A No.

Q Is it for privilege?

MR. BAKER: He's looking at me, but I'm not the witness. If you want to ask me, I'm glad to tell you what my --

BY MS. FATOVICH:

Q Do you know why it's redacted?

A No, I don't.

Q Does your counsel know why it's redacted?

MR. BAKER: The two reasons that I redact anything are either privilege or relevance. And I'll have to go back and see the original to know which of those two it was.

MS. FATOVICH: If it's privileged, I'd like a privilege log describing to, from, et cetera. If it's relevance, I would like a better explanation.

MR. BAKER: Sure.

MS. FATOVICH: Because you can redact for attorney/client. I don't know if relevance works for me.

MR. BAKER: Well, I'm sorry if it doesn't work for you, but when I get back, I'm glad to look at those originals, and we can talk about it.

MS. FATOVICH: Okay.

BY MS. FATOVICH:

Q So that's OTC6.

And then moving on to the next Email within the same exhibit. This has odd numbering as well. It starts with 11 and it goes through to 7. The pages are numerated.

A Okay. Okay.

Q So the first Email dated January 11th, 2010. They're a series of Emails. Have you seen this Email before today?

A I believe I have.

Q And it's from L. Marlow of gracinmarlow.com. Is that an attorney?

A Yes, ma'am.

Q Is that OTC's attorney?

A One of them.

Q Hank Gracin, G-R-A-C-I-N, is that another attorney?

A Yes, ma'am.

Q For OTC?

A Yeah, one of them.

Q Okay. And then we also have C-G-R-Z-A-N@gracinmarlow.com. Is that another attorney for OTC?

EXHIBIT 7

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 1:12-cv-21656-JAL

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

RECYCLE TECH, INC., RYAN GONZALEZ, OTC SOLUTIONS LLC, ANTHONY THOMPSON, PUDONG LLC, and JAY FUNG,

Defendants,

PLAINTIFF'S SECOND SET OF INTERROGATORIES TO DEFENDANT ANTHONY THOMPSON

Plaintiff Securities and Exchange Commission serves its Second Set of Interrogatories to Anthony Thompson pursuant to Rule 33 of the Federal Rules of Civil Procedure. Thompson must provide sworn answers in writing within the time limits specified by the Federal Rules of Civil Procedure. In answering these Interrogatories, Thompson must furnish all information reasonably available to him, including information in the possession, custody, or control of any agents, employees, or representatives.

DEFINITIONS AND INSTRUCTIONS

A. The time period for these interrogatories is from January 2009 to the present, unless otherwise indicated.

B. "You," "Your," "Defendant," or "Thompson" means the responding defendant, Anthony Thompson, his agents, servants, employees, representatives, contractors, attorneys, investigators, and anyone acting on his behalf or pursuant to his direction, and any entity or company of which he is or was a principal, director or officer, or otherwise controls or controlled.

C. "Recycle Tech" means Recycle Tech, Inc. and any subsidiaries, affiliates, predecessors, successors, officers, directors, principals, consultants, representatives, agents, employees, attorneys, or any other person acting on behalf of one or more of them.

D. "OTC Solutions" means OTC Solutions LLC and any subsidiaries, affiliates, predecessors, successors, officers, directors, principals, consultants, representatives, agents, employees, attorneys, or any other person acting on behalf of one or more of them.

E. "Amended Complaint" means the Amended Complaint filed under Docket Entry 46 (D.E. 46) in the United States District Court, Southern District of Florida, assigned case number 1:12-cv-21656-JAL.

F. "Person" means any individual, natural person, corporation, partnership, limited partnership, or any other entity.

G. "Documents" includes all writings and graphic matter of any kind, including, but not limited to, the original, all interim drafts, and each copy containing interlineations, deletions, marginal notes, or which is otherwise non-conforming and which shall include, but not be limited to, any file, financial statement or report, note, bank statement, canceled checks, analysis, deposit slip, credit and debit memoranda, telex, bill (including telephone and credit card), correspondence, prospectus, script, transcript, offering materials, e-mails, ledger sheet, receipt, transcript, photograph, sketch, chart, graph, diagram, diary, telephone log, appointment calendar, telegram, telecopy, fax, diary, mailgram, accounting work paper, report, computer printout, filing with any state or federal agency, inter- or intra-office communication, minutes of meetings, invoices, and any tangible items of readable or visual material, whether printed, typed, handwritten, microfilmed, or recorded on tape, computer hard drive or disk or other means of recording or data entry. The term "documents" also includes voice recordings, film, tapes, and other compilations from which information can be obtained.

H. A document "relating to", "concerning", "referring to", "underlying" or "supporting" a given subject matter means any document or communication that constitutes, contains, embodies, comprises, reflects, identifies, describes, analyzes, or in any way relates to that subject.

I. "Date" shall mean the exact date, month and year, if ascertainable or, if not, the best approximation of the date (based upon relationship with other events).

J. To identify a person means to state that person's name and last known residential and business addresses and telephone and cell phone numbers.

K. To identify a document means to refer to the document's identification or exhibit number if the document has been previously produced or used in discovery, or to attach a copy of the document to the interrogatory answers.

October 7, 2013

By: [signature]
Christine Nestor
Senior Trial Counsel
Fla. Bar No. 597211
nestorc@sec.gov
Direct Dial: (305) 982-6367

Attorney for Plaintiff
SECURITIES AND EXCHANGE COMMISSION
801 Brickell Avenue, Suite 1800
Miami, Florida 33131
Telephone: (305) 982-6300
Facsimile: (305) 536-4154

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on October 7, 2013, the foregoing second set of interrogatories was served on the following counsel as indicated below:

Ryan Gonzalez
8240 NE 8th Place
Miami, Florida 33138
Via US Mail

James D. Sallah, Esq.
Jeffrey L. Cox, Esq.
Joshua A. Katz, Esq.
Sallah Astarita & Cox, LLC
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Boca Raton, FL 33431
561-989-9080 (Tele.)
Counsel for Jay Fung and Pudong LLC
VIA US MAIL

Brent R. Baker, Esq.
D. Loren Washburn, Esq.
Aaron D. Lebenta, Esq.
Clyde Snow & Session
201 S. Main Street, 13th Floor
Salt Lake City, UT 84111
Counsel for Anthony Thompson and OTC Solutions
VIA FACSIMILE AND US MAIL

Jeffrey A. Neiman, Esq.
100 Southeast Third Avenue
Suite 2612
Fort Lauderdale, Florida 33394
Telephone: 954-462-1200
Counsel for Anthony Thompson and OTC Solutions
VIA FACSIMILE AND US MAIL

Christine Nestor, Esq.

INTERROGATORIES

1. Identify your affirmative defenses to the Amended Complaint and the factual basis supporting each defense.

2. For the period of January 1, 2009 – December 31, 2010 identify the issuers you and/or OTC Solutions LLC promoted through e-mail newsletters and the time period for each marketing campaign.

3. For each of the issuers identified in your answer to number 2 above, identify the marketing campaigns that you/or OTC Solutions LLC completed in conjunction with Pudong, LLC and/or Jay Fung.

4. For each of the issuers identified in your answer to number 2 above, identify the marketing campaigns that you and/or OTC Solutions LLC completed in which Kevin Sepe was involved in any manner and identify how he was involved.

I swear or affirm that the foregoing Answers to Plaintiff's Second Set of Interrogatories to Defendant Anthony Thompson are true and correct to the best of my knowledge.

Date: ____________

____
ANTHONY THOMPSON

STATE OF _____________)
)   ss.
COUNTY OF __________)

BEFORE ME, the undersigned authority, personally appeared ANTHONY THOMPSON, who is personally known to me or produced a ______________ bearing his name and photograph as identification, and who, upon being duly sworn, deposed and stated that the Answers to the foregoing Interrogatories are true and correct to the best of his knowledge.

SWORN TO AND SUBSCRIBED BEFORE ME this ____ day of __________, 2013.

____
NOTARY PUBLIC

My Commission Expires:

EXHIBIT 8

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 1:12-cv-21656-JAL

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

RECYCLE TECH, INC.,
RYAN GONZALEZ,
OTC SOLUTIONS LLC,
ANTHONY THOMPSON,
PUDONG LLC, and JAY FUNG,

Defendants,

PLAINTIFF'S SECOND SET OF INTERROGATORIES TO DEFENDANT OTC SOLUTIONS LLC

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C. "Thompson" means Anthony Thompson, his agents, servants, employees, representatives, contractors, attorneys, investigators, and anyone acting on his behalf or pursuant to his direction, and any entity or company of which he is or was a principal, director or officer, or otherwise controls or controlled.

D. "Recycle Tech" means Recycle Tech, Inc. and any subsidiaries, affiliates, predecessors, successors, officers, directors, principals, consultants, representatives, agents, employees, attorneys, or any other person acting on behalf of one or more of them.

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I. "Date" shall mean the exact date, month and year, if ascertainable or, if not, the best approximation of the date (based upon relationship with other events).

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October 7, 2013

By: ______________________
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Facsimile: (305) 536-4154

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on October 7, 2013, the foregoing second set of interrogatories was served on the following counsel as indicated below:

Ryan Gonzalez
8240 NE 8th Place
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Via US Mail

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Jeffrey A. Neiman, Esq.
100 Southeast Third Avenue
Suite 2612
Fort Lauderdale, Florida 33394
Telephone: 954-462-1200
Counsel for Anthony Thompson and OTC Solutions
VIA FACSIMILE AND US MAIL

Christine Nestor, Esq.

INTERROGATORIES

1. Identify your affirmative defenses to the Amended Complaint and the factual basis supporting each defense.

2. For the period of January 1, 2009 – December 31, 2010 identify the issuers you promoted through e-mail newsletters and the time period for each marketing campaign.

3. For each of the issuers identified in your answer to number 2 above, identify the marketing campaigns that you completed in conjunction with Pudong, LLC and/or Jay Fung.

4. For each of the issuers identified in your answer to number 2 above, identify the marketing campaigns that you completed in which Kevin Sepe was involved in any manner and identify how he was involved.

I swear or affirm that the foregoing Answers to Plaintiff's Second Set of Interrogatories to Defendant OTC Solutions LLC are true and correct to the best of my knowledge.

Date: ____________ OTC SOLUTIONS LLC

By: ________________________________

STATE OF _____________)
) ss.
COUNTY OF __________)

BEFORE ME, the undersigned authority, personally appeared ________________, on behalf of OTC Solutions LLC, who is personally known to me or produced a ______________ bearing his name and photograph as identification, and who, upon being duly sworn, deposed and stated that the Answers to the foregoing Interrogatories are true and correct to the best of his knowledge.

SWORN TO AND SUBSCRIBED BEFORE ME this ____ day of __________, 2013.

____
NOTARY PUBLIC

My Commission Expires:

EXHIBIT 9

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 1:12-cv-21656-JAL

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

RECYCLE TECH, INC.,
RYAN GONZALEZ,
OTC SOLUTIONS LLC,
ANTHONY THOMPSON,
PUDONG LLC, and JAY FUNG,

Defendants,

PLAINTIFF'S SECOND REQUEST FOR PRODUCTION OF DOCUMENTS TO DEFENDANT ANTHONY THOMPSON

Pursuant to Rule 34 of the Federal Rules of Civil Procedure, Plaintiff Securities and Exchange Commission requests that Defendant Anthony Thompson produce the following documents in his possession, custody or control to: Christine Nestor, Securities and Exchange Commission, 801 Brickell Ave, Suite 1800, Miami, FL 33131. Include a copy of this Request with your documents. Thompson must produce responses and documents within the time limits specified by the Federal Rules of Civil Procedure.

DEFINITIONS AND INSTRUCTIONS

A. The time period for this Request is from January 2009 to the present, unless otherwise indicated.

B. "You," "Your," "Defendant," or "Thompson" means the responding defendant, Anthony Thompson, his agents, servants, employees, representatives, contractors, attorneys, investigators, and anyone acting on his behalf or pursuant to his direction, and any entity or company of which he is or was a principal, director or officer, or otherwise controls or controlled.

C. "Recycle Tech" means Recycle Tech, Inc. and any subsidiaries, affiliates, predecessors, successors, officers, directors, principals, consultants, representatives, agents, employees, attorneys, or any other person acting on behalf of one or more of them.

D. "OTC Solutions" means OTC Solutions LLC and any subsidiaries, affiliates, predecessors, successors, officers, directors, principals, consultants, representatives, agents, employees, attorneys, or any other person acting on behalf of one or more of them.

E. "Green Building" means Green Building & Engineering Contractors, LLC and any subsidiaries, affiliates, predecessors, successors, officers, directors, principals, consultants, representatives, agents, employees, attorneys, or any other person acting on behalf of one or more of them.

F. "Documents" includes all writings and graphic matter of any kind, including, but not limited to, the original, all interim drafts, and each copy containing interlineations, deletions, marginal notes, or which is otherwise non-conforming and which shall include, but not be limited to, any file, financial statement or report, note, bank statement, canceled checks, analysis, deposit slip, credit and debit memoranda, telex, bill (including telephone and credit card), correspondence, prospectus, script, transcript, offering materials, e-mails, ledger sheet, receipt, transcript, photograph, sketch, chart, graph, diagram, diary, telephone log, appointment calendar, telegram, telecopy, fax, diary, mailgram, accounting work paper, report, computer printout, filing with any state or federal agency, inter- or intra-office communication, minutes of meetings, invoices, and any tangible items of readable or visual material, whether printed, typed, handwritten, microfilmed, or recorded on tape, computer hard drive or disk or other means of recording or data entry. The term "documents" also includes voice recordings, film, tapes, and other compilations from which information can be obtained.

G. A document "relating to", "concerning", "referring to", "underlying" or "supporting" a given subject matter means any document or communication that constitutes, contains, embodies, comprises, reflects, identifies, describes, analyzes, or in any way relates to that subject, including, but not limited to, documents concerning the presentation of the documents.

October 7, 2013

By: [signature]
Christine Nestor
Senior Trial Counsel
Fla. Bar No. 597211
nestorc@sec.gov
Direct Dial: (305) 982-6367

Attorney for Plaintiff
SECURITIES AND EXCHANGE COMMISSION
801 Brickell Avenue, Suite 1800
Miami, Florida 33131
Telephone: (305) 982-6300
Facsimile: (305) 536-4154

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on October 7, 2013, the foregoing request for production of documents was served on the following counsel as indicated below:

Ryan Gonzalez
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Miami, Florida 33138
Via US Mail

James D. Sallah, Esq.
Jeffrey L. Cox, Esq.
Joshua A. Katz, Esq.
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Counsel for Anthony Thompson and OTC Solutions
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Christine Nestor, Esq.

DOCUMENTS REQUESTED

1. Produce documents which support your affirmative defenses.
2. For the period of January 1, 2009 – December 31, 2010 produce your brokerage records, including monthly account statements, where stock was held in exchange for marketing services you provided to issuers.
3. For the period of January 1, 2009 – December 31, 2010 produce OTC Solutions LLC's brokerage records, including monthly account statements, where stock was held in exchange for marketing services you and/or OTC Solutions LLC provided to issuers.
4. For the period of January 1, 2009 – December 31, 2010 produce your bank account records, including bank statements, where proceeds of stock you sold were deposited or held.
5. For the period of January 1, 2009 – December 31, 2010 produce OTC Solutions LLC's bank account records, including bank statements, where proceeds of stock you sold were deposited or held.
6. Produce e-mail newsletters you and/or OTC Solutions LLC issued for the period of January 1, 2009 – December 31, 2010.
7. Produce e-mail newsletters you and/or OTC Solutions LLC issued regarding Mass Hysteria.
8. Produce e-mail newsletters you and/or OTC Solutions LLC issued regarding Blue Gem.
9. Produce e-mail newsletters you and/or OTC Solutions LLC issued regarding Lyric Jeans.
10. Produce documents between you and Pudong LLC and/or Jay Fung regarding Mass Hysteria.
11. Produce documents between you and Pudong LLC and/or Jay Fung regarding Blue Gem.
12. Produce documents between you and Pudong LLC and/or Jay Fung regarding Lyric Jeans.
13. Produce documents between you and Kevin Sepe regarding Mass Hysteria, Blue Gem, and/or Lyric Jeans.
14. Produce e-mail newsletters that Pudong LLC and/or Jay Fung issued for the period of January 1, 2009 – December 31, 2010.

15. For the period of January 1, 2009 – December 31, 2010, produce documents related to any payment made in exchange for legal advice given regarding your newsletter disclaimer.

16. Produce documents between you and Pudong LLC and/or Jay Fung regarding your newsletter disclaimer.

EXHIBIT 10

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 1:12-cv-21656-JAL

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

RECYCLE TECH, INC., RYAN GONZALEZ, OTC SOLUTIONS LLC, ANTHONY THOMPSON, PUDONG LLC, and JAY FUNG,

Defendants,

PLAINTIFF'S SECOND REQUEST FOR PRODUCTION OF DOCUMENTS TO DEFENDANT OTC SOLUTIONS LLC

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DEFINITIONS AND INSTRUCTIONS

A. The time period for this Request is from January 2009 to the present, unless otherwise indicated.

B. "You," "Your," "Defendant," or "OTC Solutions" means the responding Defendant OTC Solutions LLC and any subsidiaries, affiliates, predecessors, successors, officers, directors, principals, consultants, representatives, agents, employees, attorneys, or any other person acting on behalf of one or more of them.

C. "Thompson" means Anthony Thompson, his agents, servants, employees, representatives, contractors, attorneys, investigators, and anyone acting on his behalf or pursuant to his direction, and any entity or company of which he is or was a principal, director or officer, or otherwise controls or controlled.

D. "Recycle Tech" means Recycle Tech, Inc. and any subsidiaries, affiliates, predecessors, successors, officers, directors, principals, consultants, representatives, agents, employees, attorneys, or any other person acting on behalf of one or more of them.

E. "Green Building" means Green Building & Engineering Contractors, LLC and any subsidiaries, affiliates, predecessors, successors, officers, directors, principals, consultants, representatives, agents, employees, attorneys, or any other person acting on behalf of one or more of them.

F. "Documents" includes all writings and graphic matter of any kind, including, but not limited to, the original, all interim drafts, and each copy containing interlineations, deletions, marginal notes, or which is otherwise non-conforming and which shall include, but not be limited to, any file, financial statement or report, note, bank statement, canceled checks, analysis, deposit slip, credit and debit memoranda, telex, bill (including telephone and credit card), correspondence, prospectus, script, transcript, offering materials, e-mails, ledger sheet, receipt, transcript, photograph, sketch, chart, graph, diagram, diary, telephone log, appointment calendar, telegram, telecopy, fax, diary, mailgram, accounting work paper, report, computer printout, filing with any state or federal agency, inter- or intra-office communication, minutes of meetings, invoices, and any tangible items of readable or visual material, whether printed, typed, handwritten, microfilmed, or recorded on tape, computer hard drive or disk or other means of recording or data entry. The term "documents" also includes voice recordings, film, tapes, and other compilations from which information can be obtained.

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October 7, 2013

By: ______________________
Christine Nestor
Senior Trial Counsel
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SECURITIES AND EXCHANGE COMMISSION
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Facsimile: (305) 536-4154

CERTIFICATE OF SERVICE

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Via US Mail

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Joshua A. Katz, Esq.
Sallah Astarita & Cox, LLC
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Counsel for Jay Fung and Pudong LLC
VIA US MAIL

Brent R. Baker, Esq.
D. Loren Washburn, Esq.
Aaron D. Lebenta, Esq.
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Counsel for Anthony Thompson and OTC Solutions
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Christine Nestor, Esq.

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3. For the period of January 1, 2009 – December 31, 2010 produce your bank account records, including bank statements, where proceeds of stock you sold were deposited or held.
4. Produce e-mail newsletters you issued for the period of January 1, 2009 – December 31, 2010.
5. Produce e-mail newsletters you issued regarding Mass Hysteria.
6. Produce e-mail newsletters you issued regarding Blue Gem.
7. Produce e-mail newsletters you issued regarding Lyric Jeans.
8. Produce documents between you and Pudong LLC and/or Jay Fung regarding Mass Hysteria.
9. Produce documents between you and Pudong LLC and/or Jay Fung regarding Blue Gem.
10. Produce documents between you and Pudong LLC and/or Jay Fung regarding Lyric Jeans.
11. Produce documents between you and Kevin Sepe regarding Mass Hysteria, Blue Gem, and/or Lyric Jeans.
12. Produce e-mail newsletters that Pudong LLC and/or Jay Fung issued for the period of January 1, 2009 – December 31, 2010.
13. For the period of January 1, 2009 – December 31, 2010, produce documents related to any payment made in exchange for legal advice given regarding your newsletter disclaimer.
14. Produce documents between you and Pudong LLC and/or Jay Fung regarding your newsletter disclaimer.

EXHIBIT 11

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO.: 1:12-cv-21656-JAL

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

-vs-

RECYCLE TECH, INC., RYAN GONZALEZ, OTC SOLUTIONS LLC, ANTHONY THOMPSON, PUDONG LLC, and JAY FUNG,

Defendants.
_______________________________________/

VOLUME I OF II

DEPOSITION OF ANTHONY THOMPSON

Tuesday, October 15, 2013
10:15:02 a.m. - 6:44:38 p.m.
801 Brickell Avenue
Miami, Florida 33131

(Stenographically) Reported By:
DONNA GUNION, FPR
FLORIDA PROFESSIONAL REPORTER

APPEARANCES:

On Behalf of the Plaintiff:
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305-982-6300
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BY: CHRISTINE NESTOR, ESQUIRE

On Behalf of the Defendants:

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BY: JEFFREY L. COX, ESQUIRE
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JNEIMANLAW.COM
BY: JEFFREY A.NEIMAN, ESQUIRE
MATTHEW CHAVES, ESQUIRE

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PLAINTIFF'S EXHIBITS

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A. Because, as I said, we were looking to buy it as an investment.
Q. And did you ever sign the letter of intent marked as Exhibit 115?
A. I don't recall. 11:48
Q. Did you have any discussions with Mr. Meuse regarding the letter of intent?
A. I don't recall.
Q. And Recycle Tech is referred to as a bulletin board public company. What does that mean? 11:48
MR. SMITH: Objection to form.
THE WITNESS: Bulletin board is a level, a tier level on the market, and publicly traded company means that it trades on that public market.
BY MS. NESTOR: 11:49
Q. And was it your understanding that Recycle Tech was a penny stock company when you were contemplating the purchase of it?
A. My understanding was it was a bulletin board company. 11:49
Q. And are penny stock companies the only companies listed on the bulletin board?
MR. SMITH: Objection to form.
MR. COX: Objection.
THE WITNESS: Bulletin board companies, my 11:49

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understanding was that bulletin board companies could be non-penny stocks.
BY MS. NESTOR:
Q. Okay. Did you have any understanding as to whether Recycle Tech was a penny stock company? 11:49
A. My understanding was it was.
MR. COX: Objection to that question.
MR. SMITH: Join.
BY MS. NESTOR:
Q. Mr. Thompson, I'm showing you what's been marked as Exhibit 140. Please take a look at it and let me know when you're ready. 11:50
A. Yes.
Q. And Exhibit 140 is an e-mail dated January 6, 2010, from you to Eric Van Nguyen and OTCBB@Comcast.net. 11:51 Do you see that?
A. Yes.
Q. And OTCBB, was that an e-mail address that you used to communicate with Mr. Fung?
A. Yes. 11:51
Q. And did you send the e-mail that's marked as Exhibit 140?
A. Yes.
Q. And the subject of the e-mail is sweet shell. Do you see that? 11:51

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A. Yes.
Q. And what does that mean?
A. I don't recall what I meant.
Q. And you write in the e-mail:
"Guys, I found a sweetheart shell for Extender." 11:51
Do you see that?
A. Yes.
Q. And what is Extender?
A. I don't recall exactly what Extender was.
Q. Even if you don't recall exactly, what do you remember it was? 11:52
A. I remember Extender being a company. A green technology company, I believe.
Q. And were you looking for a company for Extender to reverse merge with? 11:52
A. I don't recall.
Q. And then you reference:
"I cannot reach Kevin and doubt he will buy another until we get SMHS done."
Do you see that? 11:52
A. I do.
Q. Are you referring to Kevin Sepe?
A. Yes.
Q. And SMHS, is that Smart Holdings?
MR. COX: Objection to form. 11:53

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THE WITNESS: Yes.
BY MS. NESTOR:
Q. And what do you mean by you doubt he will buy another until we get Smart Holdings done?
A. I don't recall what I meant by that. 11:53
Q. Was Mr. Sepe involved with Smart Holdings' business?
A. I know Mr. Sepe purchased Smart Holdings.
Q. And you issued newsletters regarding Smart Holdings, correct? 11:53
MR. COX: Form.
MR. SMITH: Join.
THE WITNESS: Yes.
BY MS. NESTOR:
Q. And you go on to say: 11:54
"I think we cannot let this one get away."
Do you see that?
A. I do.
Q. "The name is Recycle Tech, Inc. It would be perfect for a green deal." 11:54
Do you see that?
A. I do.
MR. SMITH: Objection to form.
BY MS. NESTOR:
Q. And so the sweet shell that you're referring to, 11:54

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1-888-311-4240

is that the Recycle Tech shell?
A. I don't recall.
Q. From reading this e-mail, do you have any understanding now what the sweet shell was?
A. Recycle Tech. 11:54
Q. And you write:
"I will put up money if you guys will and we will just take more equity to get our investment back."
Do you see that?
A. I do. 11:54
Q. In this e-mail, were you asking Mr. Van Nguyen and Mr. Fung to participate in the potential purchase of Recycle Tech?
A. Yes.
Q. And what did you mean by, we will take more 11:55 equity to get our investment back?
A. I don't recall.
Q. And the e-mail goes on to say:
"No forward necessary. It has $100,000 convertible note which means we could buy it and roll the 11:55 deal in and start immediately."
Do you see that?
A. I do.
Q. What does, "no forward necessary" mean?
A. I don't know what -- I don't know what that 11:55

means.
Q. You wrote this e-mail, correct?
A. I did.
Q. And what did you mean by, "We could buy it and roll the deal in and start immediately"? 11:55
A. I don't know.
Q. Are you talking about a promotional campaign?
A. Again, I don't know.
Q. And were you contemplating that Mr. Sepe would potentially buy the Recycle Tech vehicle? 11:56
MR. COX: Object to form.
MR. SMITH: Form.
THE WITNESS: I'm sorry. Can you explain your question?
BY MS. NESTOR: 11:56
Q. Okay. On first line of the e-mail it says:
"I cannot reach Kevin. I doubt he will buy another until we get Smart Holdings done."
Do you see that?
A. I do. 11:56
Q. So was there a time when you thought Kevin Sepe might be interested in buying the Recycle Tech shell?
A. I don't recall.
Q. And this e-mail that's dated January 6, 2010, does it refresh your memory as to when you were 11:56

contemplating purchasing the Recycle Tech shell?
A. It does.
Q. And do you believe it was around January of 2010?
A. That's when this e-mail was.
Q. So do you believe that was when you were 11:56 contemplating purchasing the Recycle Tech shell?
MR. SMITH: Objection to form.
THE WITNESS: Yes.
BY MS. NESTOR:
Q. Did you review the e-mail marked as Exhibit 140 11:57 in preparation for your deposition today?
A. I don't believe so.
Q. Let me show you what's been previously marked as Exhibit 53.
MR. COX: I'm sorry, what was the number? 11:57
MR. NEIMAN: 53.
BY MS. NESTOR:
Q. Mr. Thompson, please let me know when you've had a chance to read Exhibit 53. Are you ready for some questions? 11:58
A. Yes.
Q. And Exhibit 53 is titled, "Recycle Tech, Inc., a Colorado corporation, unanimous written consent of directors to take action without meeting."
Do you see that? 11:58

A. I do.
Q. And have you seen this document before today?
A. I saw this document in my deposition prep.
Q. Okay. Other than in preparation for your deposition today, had you seen this document before? 11:59
A. I don't recall.
Q. And do you know who drafted the document marked as Exhibit 53?
A. No.
Q. Were you ever provided a copy of what's been 11:59 marked as Exhibit 53 other than in preparation for your deposition?
A. I don't recall.
Q. And you'll see marked as -- or excuse me, attached as Exhibit A to Exhibit 53, there's a list of 11:59 shareholders, number of shares, and number of certificates. Do you see that?
A. Yes.
Q. And do you know who decided the names and the amounts listed on Exhibit A to Exhibit 53? 11:59
A. No.
Q. And Exhibit A notes that OTC Solutions, LLC was to receive 2,325,000 shares, correct?
A. Yes.
Q. In one certificate? 12:00

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BY MS. NESTOR:
Q. And did you tell Mr. Van Nguyen where he should deposit his Recycle Tech stock?
A. No.
Q. Mr. Thompson, I'm showing you what was previously marked as Exhibit 130. Are you ready? 12:20
A. Yes.
Q. Exhibit 130 appears to be an e-mail chain dated February 9, 2010, between you, Jay Fung and Eric Van Nguyen. Do you see that? 12:22
A. Yes.
Q. And at the top of the e-mail chain, the first e-mail which is stamped at 4:21 p.m., is from Eric Van Nguyen to you and Mr. Fung, and it says:
"Hi, Anthony. Thanks for the good news. If you want, we could do the following: Week of February 15th, we do Recycle Tech." 12:22
Do you see that?
A. I do.
Q. "Week of February 22nd, we get the oil deal with broker's report, et cetera, ready and build on some leads, and week of March 2nd, we run the oil deal." 12:22
Do you see that?
A. I do.
Q. Did you review this e-mail in preparation for 12:22

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your deposition today?
A. No.
Q. And was it your plan to begin the marketing campaign of Recycle Tech on the week of February 15th?
A. I don't recall. 12:23
Q. And what oil deal is referenced for the week of February 22nd?
A. I don't know.
MR. SMITH: Objection to form.
BY MS. NESTOR: 12:23
Q. Were you promoting a company that dealt with oil?
MR. COX: Form.
MR. SMITH: Join.
THE WITNESS: I don't know.
BY MS. NESTOR: 12:23
Q. And you'll see that the e-mail goes on to say:
"I'll get Prophet booked for that week for a full week blast for $130,000 or so."
Do you see that?
A. I do. 12:23
Q. And who was Prophet, P-R-O-P-H-E-T?
A. Prophet was another newsletter company.
Q. And were you hiring Prophet to provide newsletters?
A. This e-mail was written from Eric Van Nguyen. 12:24

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Q. Sure. I'm asking you if you were hiring Prophet to provide newsletters?
MR. BAKER: Objection.
THE WITNESS: It looks look Eric was trying to hire Prophet. 12:24
MR. COX: Objection.
BY MS. NESTOR:
Q. Okay. Well, I'm asking you if you -- not looking at the e-mail, did you ever hire Prophet to issue these letters? 12:24
A. I don't recall.
Q. And in relation to this e-mail, do you know whether Eric Van Nguyen, in fact, hired Prophet to issue newsletters?
A. I don't know. 12:24
Q. Do you know whether those newsletters were regarding Recycle Tech?
MR. SMITH: Objection to form.
MR. COX: Same.
THE WITNESS: I don't know. 12:24
BY MS. NESTOR:
Q. And the e-mail goes on to say:
"The only thing is I'm not sure when Smart Holdings was scheduled."
Do you see that? 12:25

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A. I do.
Q. And is Eric Van Nguyen referring to the subject matter promotion?
MR. SMITH: Object to form.
MR. COX: Object to form. 12:25
THE WITNESS: I don't know what he's referring to.
BY MS. NESTOR:
Q. And the Smart Holdings promotional campaign that you did, was that also completed by Mr. Van Nguyen? 12:25
MR. SMITH: Object to form.
THE WITNESS: Yes.
BY MS. NESTOR:
Q. Was it also completed by Mr. Van Nguyen?
MR. SMITH: Object to form. 12:25
MR. COX: Object to form.
THE WITNESS: I'm sorry. Can you repeat the previous question?
MR. SMITH: I think it was the exact same question twice in a row. 12:25
MS. NESTOR: I'm sorry. I meant one for Mr. Fung and one for Mr. Van Nguyen.
MR. COX: For the record, I object to the form of both questions.
MR. SMITH: Same. 12:25

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THE WITNESS: Yes.
BY MS. NESTOR:
Q. So they both performed a promotional campaign for Smart Holdings, correct?
MR. COX: Form. 12:25
MR. SMITH: Join.
THE WITNESS: Yes.
BY MS. NESTOR:
Q. And you'll see the e-mail one step down that says at 4:34 p.m. you responded: 12:26
"Call you guys soon. Think oil deal ready for 21st of February."
Do you see that?
A. I do.
Q. Do you know what oil deal you're referring to in 12:26 this e-mail?
A. I do not.
Q. Did you send and receive the e-mails as indicated on Exhibit 130?
A. Yes. 12:26
MR. SMITH: Objection to that last question. Form.
BY MS. NESTOR:
Q. Mr. Thompson, I'm showing you what's previously marked as Exhibit 132. Let me know when you're ready for 12:27

some questions.
A. Okay.
Q. Exhibit 132, is an e-mail chain between you, Mr. Fung and Mr. Van Nguyen dated February 22, 2010. Do you see that? 12:28
A. I do.
MR. SMITH: Object to form.
BY MS. NESTOR:
Q. And had you seen what's been marked as Exhibit 132 prior to today in preparation for your 12:28 deposition?
A. No.
Q. And did you receive the e-mail as indicated on Exhibit 132?
A. It was sent to me. 12:29
Q. And did you receive it?
A. I don't recall.
Q. Do you know who produced this to the Commission?
A. I don't recall.
Q. Well, you'll see at the top there's some text 12:29 that says Anthony Thompson. It's a little hard to read.
A. Okay.
Q. And the bottom there's a Bates stamp with a case number and some numbers.
A. Okay. 12:29

Q. Do you know if those are documents that you produced to the SEC?
A. Yes.
Q. So if you produced it to the SEC, did you print it from your e-mails? 12:29
MR. SMITH: Objection to form.
THE WITNESS: Yes.
BY MS. NESTOR:
Q. And do you know who James@PennyStockProfit.com is?
A. James was the owner of Penny Stock Profit.
Q. And is that James Connelly?
A. I believe that's his name.
Q. C-O-N-N-E-L-L-Y.
And Mr. Connelly operated a newsletter that 12:30 promoted penny stock companies. Is that correct?
MR. SMITH: Objection to form.
MR. COX: Same.
THE WITNESS: Can you elaborate on your question?
BY MS. NESTOR: 12:30
Q. What part of it don't you understand and I'll try to elaborate?
A. I mean, I don't know exactly what type of companies he did campaigns for.
Q. Did he issue a newsletter regarding Recycle Tech? 12:30

A. I don't know if he issued it. I see one written here.
Q. And did you retain him to write a newsletter regarding Recycle Tech?
A. No. 12:31
Q. Did you provide Mr. Connelly with any of the text that he used in this newsletter as contained in Exhibit 132?
A. I don't recall.
Q. And do you know whether Mr. Connelly was paid any 12:31 compensation for issuing a newsletter regarding Recycle Tech?
A. I don't know.
Q. Have you ever run marketing campaigns —
A. Excuse me. Let me see. The disclaimer 12:31 represents that he was compensated $50,000, but I don't know that.
Q. So you're referring to the third page of Exhibit 132?
A. Correct. 12:32
Q. And had you ever run a marketing campaign at the same time that Mr. Connelly ran a marketing campaign for the same company?
A. Yes.
Q. What companies? 12:32

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA.

CASE NO.: 1:12-cv-21656-JAL

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

-vs-

RECYCLE TECH, INC., RYAN GONZALEZ, OTC SOLUTIONS LLC, ANTHONY THOMPSON, PUDONG LLC, and JAY FUNG,

Defendants.

______________________________________/

VOLUME II OF II

DEPOSITION OF ANTHONY THOMPSON

Tuesday, October 15, 2013
10:15:02 a.m. - 6:44:38 p.m.
801 Brickell Avenue
Miami, Florida 33131

(Stenographically) Reported By:
DONNA GUNION, FPR
FLORIDA PROFESSIONAL REPORTER

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BY MS. NESTOR:
Q. Is that your handwriting on Exhibit 177, each of the pages?
MR. SMITH: Objection to form.
THE WITNESS: Yes. 04:21
BY MS. NESTOR:
Q. And if you turn to the last page of Exhibit 177 where it asks who were you introduced by and it said Hank Gracin/Frank Benedetto. Do you see that?
A. Yes. 04:21
Q. And Hank Gracin was an attorney that OTC Solutions used, correct?
A. That's correct.
Q. And who is Frank Benedetto?
A. Frank Benedetto was a friend of his. 04:21
Q. A friend of Hank Gracin?
A. A friend of Hank Gracin's, so Hank introduced me to Frank.
Q. And was Frank a broker?
A. Frank -- I don't recall. 04:22
Q. Who did he work with?
A. You know what, I don't recall.
Q. Was it one of the brokerage firms that you were using?
MR. SMITH: Objection to form. 04:22

THE WITNESS: I don't recall.
(Plaintiff's Exhibit No. 178, Penson Customer Account Margin and Short Account Agreement, was marked for identification.)
BY MS. NESTOR:
Q. Mr. Thompson, I'm showing you what's been marked as Exhibit 178. And Exhibit 178, the first page appears to be a customer account margin and short account agreement with Penson Financial Services. Do you see that? 04:23
A. I do.
Q. And it's indicating that an account was going to be open for OTC Solutions, LLC, on or about January 20, 2010. Do you see that?
A. I do. 04:23
Q. And is that your signature contained in two places on the top and on the bottom of the first page of Exhibit 178?
A. Yes.
MR. SMITH: Objection to form. 04:23
BY MS. NESTOR:
Q. And the second and third pages of Exhibit 178 are Penson Financial Services new account approval form. Do you see that?
A. Yes. 04:23

Q. And does the second page of Exhibit 178 contain your signature at the bottom?
A. Yes.
Q. And the third page of Exhibit 178, does that contain your signature? 04:24
A. Yes.
Q. And is that your handwriting on Exhibit 178?
A. It looks like it.
Q. And the third page of Exhibit 178 indicates that you were introduced by Kevin Sepe. Do you see that? 04:24
A. I do.
Q. And did Kevin Sepe introduce you to a broker that used Penson Financial Services as a clearinghouse?
A. I don't recall.
Q. And did you write in that line where it says who 04:24 introduced, who were you introduced by, did you write the name Kevin Sepe?
A. That's the one place that looks strange to me. That's why I did a double take.
I don't recall. 04:25
(Plaintiff's Exhibit No. 179, February 12, 2010 Letter, was marked for identification.)
BY MS. NESTOR:
Q. I'm showing you what's been marked as Exhibit 179. Have you had a chance to review 04:25

Exhibit 179?
A. I'm almost done. Okay.
Q. And the first page of Exhibit 179 appears to be a letter from OTC Solutions, LLC dated February 12, 2010, to D. Weckstein, the letter D, Weckstein & Company. Do 04:26 you see that?
A. I do.
Q. And is that your signature at the bottom of the first page of Exhibit 179?
A. It is. 04:26
Q. And the letter indicates:
"To whom it may concern: Please transfer 500,000 free trading shares of Blue Gem Enterprise from my OTC Solutions, LLC, Account No. 3100-1001 to Ronny J. Halperin, PA, Account No. 31001043. Do you see that? 04:27
A. I do.
Q. And why were you requesting the transfer of 500,000 free trading shares of Blue Gem Enterprises to Ronny J. Halperin's account?
MR. SMITH: Objection to form. 04:27
THE WITNESS: Return of stock.
BY MS. NESTOR:
Q. You were returning Blue Gem stock to Ronny J. Halperin, PA?
A. Yes. 04:27

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Q. Why were you returning stock to him?
MR. SMITH: Objection to form.
THE WITNESS: Because we were -- we decided not to stay with the Blue Gem awareness campaign, so this was a return of stock. 04:28
BY MS. NESTOR:
Q. Did you originally obtain the stock from Ronny J. Halperin?
A. I don't recall.
Q. Did someone instruct you to transfer 500,000 free 04:28 trading shares of Blue Gem to Ronny J. Halperin?
A. I don't recall.
Q. And why did you choose to have the shares transferred to Ronny J. Halperin's account rather than have it put back in certificate form? 04:28
(Mr. Cox entered the deposition room.)
MR. BAKER: Objection.
THE WITNESS: I don't recall.
MR. COX: Just for the record, I just walked back in the room. 04:29
BY MS. NESTOR:
Q. If you turn to the second page of Exhibit 179, it appears to be an OTC Solutions, LLC letter to Penson Financial Services, Inc., dated February 1st, 2010. Do you see that? 04:29

A. I do.
Q. Does it contain your signature at the bottom of the second page of Exhibit 179?
A. It does.
Q. And the letter writes: 04:29
"To whom it may concern: Please transfer 900,000 free trading shares of Blue Gem Enterprise from my Weck" -- seems like the page is cut off -- "Solutions, LLC, Account No. 3100-1001 to my Stock USA Investments, Account No. 34029348." Do you see that? 04:29
A. I do.
Q. And why were you requesting a transfer of 900,000 free trading shares of Blue Gem from one account to the other?
MR. SMITH: Objection to form. 04:30
THE WITNESS: I don't recall.
BY MS. NESTOR:
Q. Were you making this request for a transfer at anyone's instruction?
A. I don't recall. 04:30
MR. SMITH: Same objection.
BY MS. NESTOR:
Q. If you turn to the third page of 179, it appears to be a letter from OTC Solutions, LLC to D. Weckstein & Company dated March 2nd, 2010. Do you see that? 04:30

A. I do.
Q. And is that your signature at the bottom of the third page of Exhibit 179?
A. Yes.
Q. And the letter writes: 04:30
"To whom it may concern: Please wire all available funds from my OTC Solutions, LLC, Account No. 3100-1001 to the following," and then it lists a PNC Bank account. Do you see that?
A. I do. 04:30
Q. And were you instructing D. Weckstein & Company and Penson Financial Services to wire the proceeds of your brokerage account to your bank account?
MR. SMITH: Objection to form.
THE WITNESS: Yes. 04:31
BY MS. NESTOR:
Q. And then if you turn to the last page of Exhibit 179, which appears to be a Penson Financial Services, Inc. fed wire request form dated March 2nd, 2010. Do you see that? 04:31
A. I do.
Q. And it's showing an amount of transfer of $420,492.86 to PNC Bank. Do you see that?
A. I do.
Q. And so on March 2nd, 2010, was that sum 04:31

transferred to your bank account?
MR. SMITH: Objection to form.
THE WITNESS: I don't know whether -- whether or not it was or not.
BY MS. NESTOR: 04:31
Q. Was there any other bank account that you used in March of 2010 where proceeds of your brokerage account would be sent?
A. No.
(Plaintiff's Exhibit No. 180, D. Weckstein & Company February 2010 Statement of Account for OTC Solutions, LLC, was marked for identification.)
BY MS. NESTOR:
Q. Mr. Thompson, I'm showing you what's been marked as Exhibit 180, which appears to be a D. Weckstein & 04:32 Company Statement of Account for OTC Solutions LLC Account No. 31001-001. Do you see that?
A. I do.
Q. And it's for the statement period of February 1, 2010, to February 28, 2010. Do you see that? 04:32
A. I do.
Q. And it notes Donald E. Weckstein as your financial adviser. Is that correct?
A. Yes, it does.
Q. Was he your financial adviser? 04:33

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A. When you say financial adviser, can you give me -- can you explain to me what you mean? I didn't get financial advice from him.

Q. Okay. Fair enough. And did you have authorization to trade on the account at D. Weckstein & Company under Account No. 3100-1001? 04:33

A. Yes.

Q. Did anyone else?

A. No.

Q. And if you turn to the third page of Exhibit 180, which is known as Page 2 of 6 --- 04:33

A. Um-hm.

Q. Are you there?

A. The third page? Three of six.

Q. Two of six. 04:34

A. Oh, I'm sorry. Okay. Yes.

Q. And it's showing on February 8, 2010, that 2,325,000 shares of Recycle Tech stock was received. Do you see that?

A. I do. 04:34

Q. And then if you turn to Page 3 of 6, which is actually the fourth page of the exhibit, on February 22, 2010, it's showing that 2,325,000 Recycle Tech shares were cleared. Do you see that?

A. I do. 04:34

Q. So as of February 22, 2010, is it your understanding that the Recycle Tech stock in your account was available to be sold?

A. That's what it says here.

MR. BAKER: Objection. 04:35

BY MS. NESTOR:

Q. And then it shows on the next page under account activity --

A. Yes.

Q. -- on February 22, 2010, that 25,000 Recycle Tech shares were sold. Do you see that? 04:35

A. I do.

Q. And then on February 23, 2010, 335,000 Recycle Tech shares were sold. Do you see that?

A. I do. 04:35

Q. Did you authorize the sale of Recycle Tech shares from the OTC Solutions brokerage account?

A. Yes.

Q. Did you provide your broker with instructions to sell all of your Recycle Tech shares? 04:35

A. I don't recall.

(Plaintiff's Exhibit No. 181, D. Weckstein & Company March 2010 Statement of Account for OTC Solutions, LLC, was marked for identification.)

BY MS. NESTOR:

Q. Mr. Thompson, I'm showing you what's been marked Exhibit 181. Exhibit 181 appears to be D. Weckstein & Company, Inc., statement of account for an account in the name of OTC Solutions, LLC ending account number 1001 for the period of March 1, 2010, to March 31, 2010. Correct? 04:36

A. Correct.

Q. And on the third page of Exhibit 181, which is labeled Page 2 of 7, it shows under account activity that on February 24, 2010, 374,798 Recycle Tech shares were sold. Correct? 04:37

A. Yes.

Q. And it also shows that on February 25th, 2010, 1,590,202 Recycle Tech shares were sold, correct? 04:37

A. Yes.

Q. Did you authorize the sale of Recycle Tech shares as indicated on Exhibit 181?

A. Yes.

Q. And if you turn to the next page of Exhibit 181, which is the fourth page of Exhibit 181, it's showing that you received 25 million shares of Lyric, L-Y-R-I-C, Jeans, J-E-A-N-S, Inc. 04:37

A. Yes.

Q. Do you see that, sir? 04:38

A. Yes.

Q. And why did you receive 25 million shares of Lyric Jeans?

A. For an awareness campaign.

Q. And is that a marketing campaign that you were hired to do for Lyric Jeans? 04:39

A. Yes.

Q. And did Kevin Sepe hire you for that marketing campaign?

A. Yes. 04:39

(Plaintiff's Exhibit No. 182, Stock USA Execution Services, Inc., February 2010 Statement of Account for OTC Solutions, LLC, was marked for identification.)

BY MS. NESTOR:

Q. I'm showing you what's been marked as Exhibit 182, which appears to be a Stock USA Execution Services, Inc., statement of account for an account in the name of OTC Solutions LLC ending in account number 9348 for the statement period of February 1st, 2010, through February 28th, 2010. Is that correct? 04:40

A. Yes.

Q. And did you hold an account at Stock USA Execution Services, Inc.?

A. When you say did you ---

Q. Did OTC Solutions? 04:40

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to run the IR for it?"
Do you see that?
A. Yes.
Q. And LYJN is the ticker symbol for Lyric Jeans, correct? 05:02
A. Yes.
Q. And what does IR mean?
MR. COX: I'm going to object to the form of the last question.
MR. SMITH: Object to form. 05:02
THE WITNESS: I'm not sure.
BY MS. NESTOR:
Q. Is that investor relations?
A. It could be.
MR. COX: Object to the form of the last 05:02 question.
BY MS. NESTOR:
Q. You did, in fact, complete a marketing campaign for Lyric Jeans, correct?
MR. COX: Object to form. 05:02
THE WITNESS: Yes.
BY MS. NESTOR:
Q. And Mr. Halperin is saying also in the e-mail:
"If so, we will gear up for your campaign. If not, let me know and please return the money you were 05:02

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paid for that."
Do you see that?
A. I do.
Q. And what money were you paid for the Lyric Jeans marketing campaign? 05:02
A. I don't recall.
Q. Were you paid cash for the Lyric Jeans marketing campaign?
MR. SMITH: Object to form.
MR. COX: Object to form. 05:02
THE WITNESS: I don't recall.
BY MS. NESTOR:
Q. Did Kevin Sepe pay you cash for the Lyric Jeans marketing campaign?
MR. SMITH: Object to form. 05:03
MR. COX: Form.
THE WITNESS: I don't recall.
BY MS. NESTOR:
Q. Did you ever return any money to Ronny Halperin?
MR. SMITH: Object to form. 05:03
THE WITNESS: I don't recall.
BY MS. NESTOR:
Q. Mr. Thompson, I'm showing you what was previously marked Exhibit 93.
A. Okay. 05:04

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Q. Do you recognize Exhibit 93?
A. No.
Q. Exhibit 93 appears to be a BNY Mellon statement of account in the name of Ronny J. Halperin, PA. Do you see that? 05:04
A. Yes.
Q. And I clipped a page for you. Actually, can you go back to the third page? I apologize.
A. I'm sorry, which page?
Q. The third page of Exhibit 93. 05:04
A. Okay.
Q. Do you see where it's showing on February 8th, 2010, an outgoing wire transfer to OTC Solutions, LLC, in the amount of $150,000?
A. I do. 05:05
Q. And did you receive $150,000 from Ronny J. Halperin, PA trust account?
A. I don't recall.
Q. Did you receive $150,000 from Ronny J. Halperin regarding the Blue Gem marketing campaign? 05:05
MR. COX: Object to form.
THE WITNESS: I don't recall.
BY MS. NESTOR:
Q. And if you turn to the next page, you'll see on February 10th, 2010, it's showing an outgoing wire 05:05

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transfer to OTC Solutions, LLC in the amount of $150,000.
Do you see that?
A. Yes, I do.
Q. And it's referencing Blue Gem. Do you see that?
A. I do. 05:06
Q. Did you receive an additional amount of $150,000 from Ronny J. Halperin, PA on or about February 10th, 2010?
A. I don't recall.
MR. SMITH: Object to form. 05:06
MR. COX: Form.
BY MS. NESTOR:
Q. And then you'll see on February 17, 2010, it's showing an incoming wire from OTC Solutions, LLC in the amount of $95,000. Do you see that? 05:06
A. Yes.
Q. Did you send a wire in the amount of $95,000 to Ronny J. Halperin?
A. I do not recall.
Q. And did anyone have authorization to make wire 05:06 transactions from your bank accounts, from OTC bank accounts other than yourself?
A. They shouldn't have.
Q. So as far as you're aware, you were the only person authorized to transact wires from your OTC 05:06

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A. Yes, I do.
Q. And have you seen the document marked as Exhibit 185 prior to today?
A. Yes, I have.
Q. And did you review the answer and affirmative defenses prior to it being submitted to the Court? 05:37
A. Yes.
Q. Did you provide your input in the answer and affirmative defenses?
A. Yes. 05:37
Q. Can you turn to the second page of Exhibit 185, paragraph 4, the last line says:
"Thompson and OTC deny that Thompson sold any stock of Recycle Tech."
Do you see that? 05:37
A. Yes.
Q. And why do you deny that line?
A. Well, the stock was in -- the stock was in OTC Solutions.
Q. Okay. So you do admit that you sold, you, Anthony Thompson, sold OTC's stock, correct? 05:38
A. Yes.
MR. SMITH: Objection to form.
BY MS. NESTOR:
Q. And if you could turn to Page 18 of 20, the fifth 05:39

affirmative defense which reads:
"Plaintiff is estopped from maintaining its claims by rulings and already made in this case regarding adequacy of the disclaimer and by other positions it has already taken in this litigation and/or in other governmental actions." 05:39
Do you see that?
A. Yes.
Q. Do you have any understanding of what the fifth affirmative defense relates to? 05:39
MR. SMITH: Objection. I just want to talk about if you have any understanding separate and apart from any communications you've had with counsel regarding our strategy or our case or our assertion of affirmative defenses, things like that, then you can answer the question, but not anything that is strictly information that was given to you by counsel. 05:39
BY MS. NESTOR:
Q. There was a question pending. Do you have any understanding of what is meant in the fifth affirmative defense? 05:40
MR. SMITH: Same objection. Object to form as well.
THE WITNESS: Can you repeat the question?

BY MS. NESTOR:
Q. We've read what the fifth affirmative defense states, correct?
A. Yes.
Q. Okay. And do you have any understanding what that affirmative defense means? 05:41
MR. SMITH: Same objections.
THE WITNESS: That there was a ruling made as to the adequacy of my disclaimers with regards to posting compensation.
BY MS. NESTOR:
Q. What ruling are you referring to?
MR. SMITH: Objection to form.
THE WITNESS: The ruling that I didn't have to post who -- the name of the nonaffiliated third party. 05:41
BY MS. NESTOR:
Q. Are you referring to an order on a motion to dismiss?
A. Yes.
Q. And are you referring to anything else other than the order on the motion to dismiss? 05:41
MR. SMITH: Same objection.
MR. BAKER: Objection.
THE WITNESS: I'm unclear.

BY MS. NESTOR:
Q. And where it refers to other positions the plaintiff has already taken in this litigation, do you know what's being referred to there?
MR. SMITH: Same objections. Both to privilege and to form. 05:42
THE WITNESS: No. I'm unclear.
BY MS. NESTOR:
Q. And where it refers to other governmental action, what's being referred to there? 05:42
A. Other potential investigations.
Q. Which potential investigations are you talking about?
MR. SMITH: Same objections.
MR. BAKER: Objection. 05:42
THE WITNESS: Well, I received subpoenas from other -- in the past.
BY MS. NESTOR:
Q. You've received subpoenas from ---
A. The Securities Exchange Commission. 05:42
Q. In relation to what investigation?
MR. SMITH: Same objections.
THE WITNESS: Red Branch Technologies. Hydrogenetics. I don't recall the other ones.

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BY MS. NESTOR:
Q. You recall that there were other subpoenas that you received?
A. I recall one other.
MR. SMITH: Objection to form. 05:43
BY MS. NESTOR:
Q. Was that Blast Applications?
A. Yes.
Q. Any others than the three that you've referenced?
A. Not that I recall. 05:43
Q. And the sixth affirmative defense says: "Plaintiff's action here is preempted by other governmental investigations, actions or overlapping claims that preempt the right of plaintiff to bring this action." 05:43
Do you see that?
A. Yes.
Q. And what do you understand that to mean?
MR. SMITH: I'm going to object on the basis of privilege. If you have an independent understanding 05:44 of that, and by that I mean understanding that was not either given to you or formed from communications with counsel, then you can answer that, but don't answer anything that you -- that -- anything that is a result of an attorney-client communication. 05:44

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THE WITNESS: I forget what we spoke about when we went over this.
BY MS. NESTOR:
Q. And do you have any facts that support the sixth affirmative defense? 05:44
A. Again, I forget what we discussed when we went over this particular section.
Q. And the governmental investigations, are those the three that you referenced earlier regarding the subpoena that you received from the SEC? 05:45
MR. SMITH: Objection to form.
THE WITNESS: Yes.
BY MS. NESTOR:
Q. And the seventh affirmative defense says: "Plaintiff's claim cannot be maintained in whole 05:45 or in part because defendants sought and received legal advice on the issues raised in the complaint and relied on that advice."
Do you see that?
A. Yes. 05:45
Q. And what attorneys are you referring to there?
A. Leslie Marlow and Hank Gracin.
Q. And then they were attorneys for OTC Solutions, correct?
A. Yes. 05:46

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Q. And what advice are you referring to in the affirmative defense number seven?
MR. SMITH: Objection to form.
MR. BAKER: Objection as to privilege as well.
THE WITNESS: I relied on their legal advice for 05:46 disclaimers and my basic business.
BY MS. NESTOR:
Q. And did Leslie Marlow or Hank Gracin review the Recycle Tech newsletters that you issued?
MR. SMITH: Objection to form. 05:46
THE WITNESS: No, but they reviewed my disclaimers at length.
BY MS. NESTOR:
Q. And when did your relationship with Leslie Marlow and Hank Gracin begin? 05:47
MR. SMITH: Objection to form.
THE WITNESS: I don't recall the exact time.
BY MS. NESTOR:
Q. Do you have an ongoing business relationship with them? 05:47
A. I still use Leslie Marlow's services from time to time.
Q. For what type of legal services?
A. For example, Muscle Farm contract, contract work, things of that nature. 05:48

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Q. Mr. Thompson, let me back up for a minute. When was the last time that you issued any promotional newsletters through OTC Solutions?
A. Right before I sold.
Q. So that would be November of 2010? 05:48
MR. COX: Objection to form.
MR. SMITH: Objection.
THE WITNESS: I don't recall the exact dates.
BY MS. NESTOR:
Q. The asset purchase agreement marked as Exhibit 05:48 154 is dated November 30, 2010. Is that what you're referring to when you said, "right before I sold"?
A. Right around the time that I sold.
Q. And since the asset purchase agreement, have you issued any newsletters? 05:49
A. No.
Q. I'm going to show you what was previously marked as Exhibit 100. Do you recognize Exhibit 100?
A. Yes.
Q. Did you review Exhibit 100 in preparation for 05:49 your deposition today?
A. Yes.
Q. And Exhibit 100 is an e-mail chain between you, Hank Gracin and Leslie Marlow -- excuse me, and Andrew Vines dated January 22nd and January 19th, 2010, is that 05:50

EXHIBIT 12

SALLAH ASTARITA & COX, LLC
ATTORNEYS AT LAW

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FLORIDA | NEW YORK | NEW JERSEY

September 24, 2013

Via UPS Overnight and Email

Peter A. Pizzani
Senior Counsel
U.S. Securities and Exchange Commission
3 World Financial Center
New York, New York 10281-1022

Re: Subpoenas

Dear Mr. Pizzani:

On July 23, 2013, the SEC Staff ("Staff") sent investigative subpoenas to Anthony Thompson, OTC Solutions, Inc., Jay Fung, and Pudong, LLC., ("Clients") captioned In Re Blast Applications, Inc. (NY-8264)(Attached as Exhibit A). The Staff later sent, with respect to Mr. Thompson and OTC Solutions, several subsequent revisions to its original subpoena later on the same day using the SEC's secure mail system (Attached as Exhibit B).[1]

On July 29, 2013, you spoke with Mr. Thompson's co-counsel, Maranda Fritz, about the subpoenas directed to Thompson and OTC, and told her that you would be reissuing amended/corrected subpoenas calling for production in the latter part of August. Ms. Fritz received the amended subpoenas on August 7, 2013. (Attached as Exhibit C.)

The new investigative subpoenas issued to Thompson, OTC Solutions, Fung and Pudong call for production of dozens of specific categories of documents covering the time period beginning January 1, 2009 through December 31, 2011. The majority of these items requested have previously been investigated in relation to the case filed by the Commission on May 22, 2012, captioned SEC v. Recycle Tech et al., alleging that our Clients violated the securities laws by virtue of their business practices in the investment newsletter industry. That case is in active litigation and we are in the midst of discovery.

That the present subpoenas cover many of the same topics as raised in the Recycle Tech complaint is beyond reasonable dispute. For example, your subpoenas call for "all communications" between our clients and Kevin Sepe and Ronny Halperin, two of the co-defendants in the Recycle Tech complaint. Your subpoena also calls for all documents concerning agreements or communications with Pudong, LLC and Ronny J. Halperin, PA, both of whom are defendants in the Recycle Tech matter. Your subpoenas, on their face, would potentially require Thompson and Fung to disclose information within the scope of the Commission's complaint in Recycle Tech.

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[1] OTC Solutions is a defunct entity and no longer exists. As such, Mr. Baker no longer represents OTC Solutions. While this is a joint letter, Mr. Baker and his firm, Cyde Snow and Sessions, represent Mr. Anthony Thompson and Mr. Sallah and his firm, Sallah Astarita & Cox, LLC, represent Mr. Jay Fung and Pudong, LLC.

Given the overlap in topics covered and in the identity of parties and individuals at issue, we are concerned that the Staff will have either the ability to share the subpoenaed information for use in the Recycle Tech case or have a client obligation to do so. Put differently, even if the Staff does not share information for use in the Recycle Tech case, your client, the Commission, is the same for both the Blast Application investigation and the Recycle Tech case. We are further concerned that the Commission will review information collected in both matters. This concern is supported by our understanding that neither Sepe nor Halperin had anything to do with Blast Applications, the putative subject of your investigation, yet they are both individuals prominently featured in these investigative subpoenas.

As you are likely aware, when litigation is pending, utilization of an investigative subpoena to gather evidence is impermissible under the SEC's authority and directly circumvents the Federal Rules of Civil Procedure ("FRCP"). First, the Commission itself has recognized that issuing subpoenas, like those issued to our clients, is improper because *"[a] court might conclude that the use of investigative subpoenas to conduct discovery is a misuse of the SEC's investigative powers and circumvents the court's authority and limits on discovery in the Federal Rules of Civil Procedure."* SEC Enforcement Manual.[2]

Second, courts have found the same. *See* SEC v. Life Partners Holdings, Inc. et al., Case No. 1:12-CV-00033-JRN (W.D. Texas Sept. 27, 2012) [Doc.47]. In Life Partners, the Court held that the issuance of an administrative, or "investigative," subpoena constituted an improper attempt to obtain "investigative" information that may be used by the SEC in contemporaneous litigation, where discovery is subject to the limitations and protections provided by the FRCP. The Life Partners court found the type of administrative subpoena issued to our clients to be an "end-run" around governing discovery rules. The Life Partners court prohibited the Commission from using information gathered from the abusive administrative subpoenas and awarded attorney fees of $5,000 to the defendants.

In a similar situation, In the Matter of Morgan Asset Mgmt., Inc., Admin. Proceeding File No. 3-13847 (July 12, 2010), an Administrative Law Judge ("ALJ") found that two investigations by the Commission were "functionally identical" and that the Commission's use of investigative subpoenas constituted impermissible gathering of evidence. As a result, the ALJ issued various prohibitions on the use of documents and information derived from the investigative subpoena in the second matter.

Accordingly, we respectfully request that you withdraw the investigative subpoenas referenced above during the pendency of the Recycle Tech case and any corresponding appeals. In light of our concerns and the authority cited above, we have advised Mr.

---

[2] We are familiar with the frequent government rejoinder that government manuals such as the SEC Enforcement Manual and the U.S. Attorneys Manual do not create substantive rights. However, we cannot ignore the applicable legal authority and the potential for abuse of the administrative subpoenas.

Thompson and Mr. Fung, as well as Pudong, not to produce documents pursuant to the Staff's administrative subpoena. Should the Staff take the rash step of initiating a subpoena enforcement action, we will accept service on behalf of our respective clients.

Finally, in the event that the Staff refuses to withdraw the investigative subpoenas, Messrs. Thompson and Fung individually each preserve the right to assert their respective rights under the Fifth Amendment to the Constitution and Article I, Section 9 of the Florida Constitution and to each invoke the act of production doctrine in response the Commission's subpoena for documents concerning the above-referenced formal investigation.

However, we are open to discussing our concerns with the Staff to see if there is a way to compromise without the need for litigation. Please let us know whether the Staff agrees to withdraw the subpoenas at issue.

We look forward to hearing from you.

Sincerely,

Brent R. Baker
Of Clyde Snow & Sessions

James D. Sallah
Of Sallah Astarita & Cox, LLC

Cc: Christine Nestor,
Senior Counsel, SEC Miami Office

EXHIBIT 13

ClydeSnow
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A PROFESSIONAL CORPORATION

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NATHAN B. WILCOX
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EDWARD W. CLYDE (1917-1991)

‡ SENIOR COUNSEL
* ALSO ADMITTED IN WASHINGTON, D.C.
§ ALSO ADMITTED IN IDAHO
† ALSO ADMITTED IN COLORADO
ALSO ADMITTED IN NEW YORK
¥ ALSO ADMITTED IN MASSACHUSETTS
ALSO ADMITTED IN CALIFORNIA
Δ ALSO ADMITTED IN OREGON
ALSO ADMITTED IN NEVADA

November 5, 2013

Peter A. Pizzani
UNITED STATES SECURITIES & EXCHANGE COMMISSION
New York Regional Office
Brookfield Place, 200 Vesey Street
New York, New York 10281-1022

RE: *Sec v. Recycle Tech*
Our File No.: 320115-001005

Mr. Pizzani:

Thank you for your letter dated October 30, 2013, and for your subsequent agreement to allow us until today to respond. As you note in your letter, we remain concerned about the overlap between the United States Securities and Exchange Commission's ("Commission") investigation in re Blast Applications NY-8264) being conducted by the Enforcement staff in the New York Regional Office, and the Commission's pending litigation in Florida regarding Recycle Tech filed by the Enforcement staff in the Miami Regional Office.

We appreciate your good faith effort to address our concerns by offering to allow us to withhold from production documents related to Recycle Tech, which you have described as the "Recycle Tech Carve Out." We are trying to find a way to respond to your subpoena. However, as I mentioned during our telephone conversation, the Commission has taken the position through trial counsel in the Miami litigation, Ms. Christine Nestor's, that as part of its previously filed Recycle Tech case seeking injunctive relief, the Commission is entitled to get discovery of information relating to all other newsletters prepared by Mr. Thompson and any other individual or entity connected with those newsletters or companies profiled. In fact, her second set of discovery requests and many of her deposition questions cover the same time period in your July 23, 2013 subpoena and track your substantive investigative subpoena requests very closely, including, seeking information about, among other things, Blast Applications, Smart Holdings and Belmont Partners. In fact she represented in Court that the purpose in doing so was to seek properly expansive injunctive relief for all of Thompson's conduct.

As I told you last week, we took these matters before the Court to be resolved. Ms. Nestor argued strenuously last week to U.S Magistrate Judge John J. O' Sullivan assigned to this matter in open court that she is entitled to information regarding all issuers included in any newsletter associated with my client in order to prove the Commission's claim for need for injunctive relief. The resulting order explicitly states as follows: "ORDERED AND ADJUDGED that the documents discussed during the hearing regarding the New York SEC investigation are relevant and discoverable." (Order attached as Exhibit A).

We cannot agree to produce the same documents covering the same newsletters, companies, individuals and transactions to two SEC offices (obviously within the same agency) - one pursuant to an investigative subpoena and the other in court-supervised discovery under the FRCP in active litigation. As you know, this type of practice is forbidden. See, e.g., SEC v. Life Partners Holdings, Inc. et al., Case No. 1:12-CV-00033-JRN (W.D. Texas Sept. 27, 2012) (holding the issuance of an administrative, or "investigative," subpoena constituted an improper attempt to obtain "investigative" information that may be used by the SEC in contemporaneous litigation, where discovery is subject to the limitations and protections provided by the FRCP).

The Commission's position through Ms. Nestor is that Recycle Tech means any information including the specific information sought in your subpoena. In fact, review of the minute order will show you that it specifically references your investigation. If that is how you are willing to define materials directly related to Recycle Tech for purposes of the proposed Recycle Tech Carve Out, we need you to re-issue a carefully crafted subpoena to avoid requesting anything Ms. Nestor is also seeking through the discovery process. If not then I believe we need to have further discussions to resolve our differences.

Sincerely,

CLYDE SNOW & SESSIONS

Brent R. Baker

BRB:at

EXHIBIT 14

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI DIVISION

Case No. 12-CV-21656-LENARD/O'SULLIVAN

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

MIAMI, FLORIDA,
OCTOBER 31, 2013

RECYCLE, TECH, INC.,
OTC SOLUTIONS, LLC,
ANTHONY THOMPSON,
PUDONG, LLC,
JAY FUNG,
KEVIN SEPE,
RONNY J. HALPERIN,
RYAN GONZALEZ,

Defendants.

TRANSCRIPT OF DISCOVERY HEARING
BEFORE THE HONORABLE JOHN J. O'SULLIVAN,
UNITED STATES MAGISTRATE JUDGE

APPEARANCES:

FOR THE PLAINTIFF:

SECURITIES AND EXCHANGE COMMISSION
801 Brickell Avenue
Suite 1800
Miami, Florida 33131
BY: CHRISTINE NESTOR, ESQ.

REPORTED BY: JERALD M. MEYERS, RPR.
TELEPHONE: 954-431-4757

FOR THE DEFENDANT OTC SOLUTIONS AND MR. THOMPSON:

CLYDE SNOW & SESSIONS
201 South Main Street
Suite 1300
Salt Lake City, Utah 84111
BY: MARK L. SMITH, ESQ.
BY: BRENT R. BAKER, ESQ.
BY: AARON D. LEBENTA, ESQ.

FOR THE DEFENDANTS PUDONG, LLC & JAY FUNG:

SALLAH ASTARITA & COX, LLC
One Boca Place
2255 Glades Road
Suite 300 E
BY: JEFFREY L. COX, ESQ.

FOR THE DEFENDANTS OTC SOLUTIONS:

BY: JEFFREY A. NEIMAN, ESQ.
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REPORTED BY:

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and seeking discovery on all the same things you are covering, then you have what we call generally a stalking horse problem which is that you are using two different forums and two different opportunities, one being discovery and one being investigative subpoenas to get information.

The New York has finally limited themselves to everything but Recycle Tech.

The problem we have in this case is that the SEC seems to want to expand the Recycle Tech case to include the same things that the New York office is currently investigating, and we just want that. We will deal with one in one place and one in the other place.

We don't want to deal with both in both places, and there is certainly a lot of case law that suggests that our approach is appropriate, and the SEC trying to get information on two separate fronts is inappropriate.

MS. NESTOR: Your Honor, first, I can't speak as to any, I am not even permitted to speak about any potential investigation that is pending that is non-public.

So I am not really sure where that leaves me, and I am not a New York attorney. I am not involved in any New York related investigation.

What I can tell you is that there may be a subpoena issue that I am aware of where they are seeking to not provide documents to New York and then now it looks like not provide documents to me.

THE COURT: I don't care what they are doing in New York.

MS. NESTOR: Okay.

THE COURT: So what you need to tell me is why you should be able to not obtain documents that they believe you should not be able to obtain.

MS. NESTOR: Well, first, I don't know specifically what they are discussing. I have issued a second request for production of documents. That is what I can assume they are discussing today, but because I am not on notice of this, I have asked for documents related to other promotional schemes related to the same parties.

In other words, one of the main architects of this whole fraud is a person by the name of Kevin Sepe and his attorney Ronny Halperin.

They were both sued. They both settled, but they were involved in numerous promotional campaigns, and the same two promotors in this case were involved with them in those promotional campaigns.

One of the things we are asking for in this case is injunctive relief because of not an isolated occurrence of securities violations, but it is ongoing and continuing, Your Honor know the law and what I need to prove to get an injunction.

So I have asked for and I could I guess ask for every promotional campaign that they did, but I have limited it to the ones that I know these other two defendants were also involved with to show that they had an ongoing business relationship or this is what they did all of the time.

THE COURT: Okay. What is wrong with that?

MR. SMITH: Your Honor, I think it is pretty clear that the New York office, Mr. Personi from the New York office has said, "Look, we are investigating this other stuff."

THE COURT: Well, she is not investigating. She just wants to show that there was a continuum of conduct so that she can convince Judge Lenard to issue an injunction that says that you guys or somebody can no longer deal stocks, or whatever it is that she wants in the injunction.

That's relevant to this lawsuit. I don't care if, you know, there is an investigation in New York or not.

What does that have to do with how she is going to prove her case down here? That's not a stalking horse. That's not an improper use of a subpoena. She has got an obligation to prove her case to show ongoing conduct.

MR. SMITH: In that case, Your Honor, then she is going to have to have made some sort of assertion and have some sort of evidentiary basis to present to you here today that with respect to Mr. Thompson and OTC Solutions that there is some ongoing conduct, and that's not before you here today.

There is no evidence of that.

In fact, OTC Solutions, as we have discussed, is defunct. So to try to get an injunction against ongoing conduct against a defunct company as basis for seeking broad expansive discovery well beyond the scope of her actual complaint seems inappropriate.

THE COURT: What do you say about that, counsel?

MS. NESTOR: Your Honor, because they are defunct today does not mean that they may not open shop tomorrow. There is no prohibition --

THE COURT: Well, I mean Anthony Thompson, is he involved in this ongoing conduct?

MS. NESTOR: He has testified that he is not.

THE COURT: Okay.

MS. NESTOR: That he is not presently.

THE COURT: Okay.

MS. NESTOR: But there is nothing. Unless we get an injunction against him, there is nothing prohibiting from him the day after trial or the day after a decision in this matter to go back into the industry.

So we are trying to have penny stock bar on him and get an injunction so that he cannot continue to violate these laws, but just because he stopped the conduct today doesn't mean our case just goes away.

THE COURT: No, I understand that, but the issue is the relevance of this other the conduct.

MS. NESTOR: Well, because one of the factors in getting an injunction is that it wasn't just isolated.

In other words, I don't want them saying, "Oh, well, he had this, you know, Recycle Tech issue."

No, no, no. There were numerous issues. It involved, there were numerous issues with the same exact parties throughout the entire thing.

THE COURT: Well, That's what I am saying. With Mr. Thompson?

MS. NESTOR: Yes. Yes. With Mr. Thompson, Mr. Fung, Mr. Sepe, and to a certain degree possibly Mr. Halperin.

THE COURT: And these documents that you are asking for are documents of companies or that Mr. Thompson had some relationship to?

MS. NESTOR: Yes. He has already testified to it.

THE COURT: Okay. Well, then, there is no problem. The documents are to be produced.

What else that are relevant to this lawsuit, even though they don't involve the exact claim in this lawsuit, the conduct is relevant and they may be admissible at trial and in discovery. What else for future hearings?

MR. SMITH: No. Please, Your Honor.

THE COURT: You need to make sure that you are having detailed discussions with opposing counsel about these issues

EXHIBIT 15

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF FLORIDA
Case No.: 12-CV-21656-LENARD/O'SULLIVAN

SECURITIES AND EXCHANGE
COMMISSION,
Plaintiff,

v.

RECYCLE TECH, INC., RYAN GONZALEZ,
OTC SOLUTIONS LLC, ANTHONY THOMPSON,
PUDONG LLC, AND JAY FUNG.
_______________________________________/

ORDER ON INFORMAL DISCOVERY CONFERENCE

THIS MATTER is before the Court following an informal discovery conference held before the undersigned on October 31, 2013. Having held a discovery hearing in this matter and for the reasons stated on the record, it is

ORDERED AND ADJUDGED that if the plaintiff wishes to further address the attorney client privilege issue discussed during the hearing or the third party waiver of that privilege by E. Van Nguyen, the plaintiff may file a memorandum with the Court. It is further

ORDERED AND ADJUDGED that on or before 5:00 PM on November 8, 2013, OTC Solutions shall provide the plaintiff with responses to the subject interrogatories that are signed by Anthony Thompson or some other former official of OTC Solutions. OTC Solutions is permitted to make a notation on their response that OTC Solutions is now defunct. It is further

ORDERED AND ADJUDGED that the defendants are limited to ten (10) depositions and shall not depose Kathleen Strandal, without further Order of the Court. It is further

ORDERED AND ADJUDGED that with respect to the Subnosky witness statement in this matter, the plaintiff shall provide the defendant with a copy of the subject check and promissory note. It is further

ORDERED AND ADJUDGED that the documents discussed during the hearing regarding the New York SEC investigation are relevant and discoverable. It is further

ORDERED AND ADJUDGED that the depositions of Joe Muse, the 30(b)(6) witness for Belmont Partners, and Hadie Abercaber, shall occur on or before November 15, 2013. The depositions shall be taken at the Washington, DC SEC office, so that counsel for the plaintiff may participate via video conference. No other deadlines set by the District Court Judge in this matter are extended by this Order.

DONE and ORDERED, in Chambers, in Miami, Florida, this 31st day of October, 2012.

JOHN J. O'SULLIVAN
UNITED STATES MAGISTRATE JUDGE

Copies furnished to:
U.S. District Judge Lenard
All Counsel of Record